

PETROBRAS - PETROLEO BRASILEIRO SA
 Form 424B2
 May 19, 2016

CALCULATION OF REGISTRATION FEE

Title of each class of securities offered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee(1)
Debt securities				
8.375% Global Notes due 2021	U.S.\$5,000,000,000.00	99.002%	U.S.\$4,950,100,000.00	U.S.\$498,475.07
8.750% Global Notes due 2026	U.S.\$1,750,000,000.00	98.374%	U.S.\$1,721,545,000.00	U.S.\$173,359.58
Guaranties				(2)

(1) The registration fee is calculated in accordance with Rule 457(r) of the Securities Act of 1933.

(2) Pursuant to Rule 457(n) under the Securities Act of 1933, no separate fee is payable with respect to the guaranties.

**Filed pursuant to Rule 424(b)(2)
Registration Statement Nos. 333-206660 and 333-206660-01**

**PROSPECTUS SUPPLEMENT
(To Prospectus dated August 28, 2015)**

Petrobras Global Finance B.V.

Unconditionally guaranteed by

Petróleo Brasileiro S.A. — Petrobras

(Brazilian Petroleum Corporation — Petrobras)

U.S.\$5,000,000,000 8.375% Global Notes due 2021

U.S.\$1,750,000,000 8.750% Global Notes due 2026

The 8.375% Global Notes due 2021 (the “2021 Notes”) and the 8.750% Global Notes due 2026 (the “2026 Notes” and together with the 2021 Notes, each a “series”, and collectively, the “notes”), are general, unsecured, unsubordinated obligations of Petrobras Global Finance B.V., or “PGF,” a wholly-owned subsidiary of Petróleo Brasileiro S.A.-Petrobras, or “Petrobras.” The Notes will be unconditionally and irrevocably guaranteed by Petrobras. The 2021 Notes will mature on May 23, 2021 and will bear interest at the rate of 8.375% per annum. The 2026 Notes will mature on May 23, 2026, and will bear interest at the rate of 8.750% per annum. Interest on the Notes is payable on May 23 and November 23 of each year, beginning on November 23, 2016.

PGF will pay additional amounts related to the deduction of certain withholding taxes in respect of certain payments on the Notes. PGF may redeem, in whole or in part, the Notes at any time by paying the greater of the principal amount of the Notes and the applicable “make-whole” amount, plus, in each case, accrued interest. The Notes will also be redeemable without premium prior to maturity at PGF’s option solely upon the imposition of certain withholding taxes. See “Description of the Notes—Optional Redemption—Redemption for Taxation Reasons.”

ANY OFFER OR SALE OF NOTES IN ANY MEMBER STATE OF THE EUROPEAN ECONOMIC AREA THAT HAS IMPLEMENTED DIRECTIVE 2003/71/EC, AS AMENDED, (THE “PROSPECTUS DIRECTIVE”) MUST BE ADDRESSED TO QUALIFIED INVESTORS (AS DEFINED IN THE PROSPECTUS DIRECTIVE).

PGF intends to apply to have the Notes approved for listing on the New York Stock Exchange, or the “NYSE.”

See “Risk Factors” beginning on page S-14 to read about factors you should consider before buying the Notes offered in this prospectus supplement and the accompanying prospectus.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

	<u>Initial price to the public(1):</u>		<u>Underwriting discount:</u>		<u>Proceeds, before expenses, to PGF:</u>	
	<u>Per Note</u>	<u>Total</u>	<u>Per Note</u>	<u>Total</u>	<u>Per Note</u>	<u>Total</u>
2021 Notes	99.002%	U.S.\$4,950,100,000	0.30%	U.S.\$15,000,000	98.702%	U.S.\$4,935,100,000
2026 Notes	98.374%	U.S.\$1,721,545,000	0.30%	U.S.\$5,250,000	98.074%	U.S.\$1,716,295,000

(1) Plus accrued interest from May 23, 2016, if settlement occurs after that date.

The underwriters expect to deliver the Notes in book-entry form only through the facilities of The Depository Trust Company and its direct and indirect participants, including Clearstream Banking, *soci t  anonyme*, and Euroclear S.A./N.V., as operator of the Euroclear System, against payment in New York, New York on or about May 23, 2016.

Joint Bookrunners

BB Securities

BofA Merrill Lynch

J.P. Morgan

Santander

May 17, 2016

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of the Notes PGF is offering and certain other matters relating to PGF and Petrobras and Petrobras's financial condition. The second part, the accompanying prospectus, gives more general information about securities that PGF and Petrobras may offer from time to time. Generally, references to the prospectus mean this prospectus supplement and the accompanying prospectus combined. If the information in this prospectus supplement differs from the information in the accompanying prospectus, the information in this prospectus supplement supersedes the information in the accompanying prospectus.

We are responsible for the information contained and incorporated by reference in this prospectus supplement and in any related free-writing prospectus we prepare or authorize. PGF and Petrobras have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. Neither PGF nor Petrobras is making an offer to sell the Notes in any jurisdiction where the offer is not permitted.

You should not assume that the information in this prospectus supplement, the accompanying prospectus or any document incorporated by reference is accurate as of any date other than the date of the relevant document.

In this prospectus supplement, unless the context otherwise requires or as otherwise indicated, references to "Petrobras" mean *Petróleo Brasileiro S.A.* Petrobras and its consolidated subsidiaries taken as a whole, and references to "PGF" mean Petrobras Global Finance B.V., a wholly-owned subsidiary of Petrobras. Terms such as "we," "us" and "our" generally refer to both Petrobras and PGF, unless the context requires otherwise or as otherwise indicated.

References herein to "*reais*" or "R\$" are to the lawful currency of Brazil. References herein to "U.S. dollars" or "U.S.\$" are to the lawful currency of the United States. References herein to "euros" or "€" are to the lawful currency of the member states of the European Monetary Union that have adopted or will adopt the single currency in accordance with the Treaty Establishing the European Community, as amended by the Treaty on European Union.

FORWARD-LOOKING STATEMENTS

Some of the information contained or incorporated by reference in this prospectus supplement are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that are not based on historical facts and are not assurances of future results. Many of the forward-looking statements contained, or incorporated by reference, in this prospectus supplement may be identified by the use of forward-looking words, such as “believe,” “expect,” “estimate,” “anticipate,” “intend,” “plan,” “aim,” “will,” “may,” “should,” “could,” “would,” “likely,” “potential” and similar expressions.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. There is no assurance that the expected events, trends or results will actually occur.

We have made forward-looking statements that address, among other things:

- our marketing and expansion strategy;
- our exploration and production activities, including drilling;
- our activities related to refining, import, export, transportation of oil, natural gas and oil products, petrochemicals, power generation, biofuels and other sources of renewable energy;
- our projected and targeted capital expenditures and other costs, commitments and revenues;
- our liquidity and sources of funding;
- our pricing strategy and development of additional revenue sources; and
- the impact, including cost, of acquisitions and divestments.

Our forward-looking statements are not guarantees of future performance and are subject to assumptions that may prove incorrect and to risks and uncertainties that are difficult to predict. Our actual results could differ materially from those expressed or forecast in any forward-looking statements as a result of a variety of assumptions and factors. These factors include, but are not limited to, the following:

- our ability to obtain financing;
- general economic and business conditions, including crude oil and other commodity prices, refining margins and prevailing exchange rates;
- global economic conditions;
- our ability to find, acquire or gain access to additional reserves and to develop our current reserves successfully;
- uncertainties inherent in making estimates of our oil and gas reserves, including recently discovered oil and gas reserves;
- competition;
- technical difficulties in the operation of our equipment and the provision of our services;

- changes in, or failure to comply with, laws or regulations, including with respect to fraudulent activity, corruption and bribery;
- receipt of governmental approvals and licenses;
- international and Brazilian political, economic and social developments;
- natural disasters, accidents, military operations, acts of sabotage, wars or embargoes;
- the cost and availability of adequate insurance coverage;
- our ability to successfully implement assets sales under our divestment program;
- the outcome of ongoing corruption investigations and any new facts or information that may arise in relation to the “Lava Jato investigation;”
- the effectiveness of our risk management policies and procedures, including operational risks;
- litigation, such as class actions or enforcement or other proceedings brought by governmental and regulatory agencies; and
- other factors discussed below under “Risk Factors.”

For additional information on factors that could cause our actual results to differ from expectations reflected in forward-looking statements, please see “Risk Factors” in this prospectus supplement and in documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

All forward-looking statements attributed to us or a person acting on our behalf are expressly qualified in their entirety by this cautionary statement, and you should not place undue reliance on any forward-looking statement included in this prospectus supplement or the accompanying prospectus. We undertake no obligation to publicly update or revise

any forward-looking statements, whether as a result of new information or future events or for any other reason.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

Petrobras is incorporating by reference into this prospectus supplement the following documents that it has filed with the Securities and Exchange Commission (“SEC”):

- (1) The Petrobras Annual Report on Form 20-F for the year ended December 31, 2015 (the “2015 Form 20-F”) filed with the SEC on April 28, 2016.
- (2) The Petrobras Report on Form 6-K furnished to the SEC on May 17, 2016 containing the Awareness Letter furnished by PricewaterhouseCoopers Auditores Independentes with respect to financial information as of and for the three month periods ended March 31, 2016 and 2015, included in our quarterly report on Form 6-K for the quarter ended March 31, 2016.
- (3) The Petrobras Reports on Form 6-K filed with the SEC on May 13, 2016, containing financial information, in U.S. dollars, as of and for the three-month periods ended March 31, 2016 and 2015, prepared in accordance with International Financial Reporting Standards (“IFRS”).
- (4) The Petrobras Reports on Form 6-K filed with the SEC on May 4, 2016, May 13, 2016 and May 16, 2016, regarding the sale of Petrobras Argentina.
- (5) The Petrobras Report on Form 6-K filed with the SEC on May 13, 2016 regarding the sale of Nova Transportadora do Sudeste.
- (6) The Petrobras Report on Form 6-K filed with the SEC on May 11, 2016 regarding Fitch rating agency’s downgrade of Petrobras’s corporate debt rating.
- (7) The Petrobras Report on Form 6-K filed with the SEC on May 9, 2016 regarding the signing of a term sheet containing the terms and conditions for a financing contract with China Exim Bank and that the facility is under negotiation.
- (8) The Petrobras Report on Form 6-K filed with the SEC on May 9, 2016 regarding its total oil and natural gas production in April, 2016.

(9) The Petrobras Report on Form 6-K filed with the SEC on May 5, 2016 regarding the new composition of its statutory audit committee.

(10) The Petrobras Report on Form 6-K filed with the SEC on May 4, 2016 regarding the sale of certain distribution assets in Chile.

(11) The Petrobras Report on Form 6-K filed with the SEC on May 2, 2016 regarding the election of the board of directors of Petrobras Distribuidora and the extension of the interim chief executive officer's mandate.

(12) The Petrobras Report on Form 6-K filed with the SEC on April 29, 2016 amending the bylaws of Petrobras.

We will provide without charge to any person to whom a copy of this prospectus supplement is delivered, upon the written or oral request of any such person, a copy of any or all of the documents referred to above which have been or may be incorporated herein by reference, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference in such documents). Requests should be directed to Petrobras's Investor Relations Department located at Avenida República do Chile, 65 — 4th Floor, 20031-912—Rio de Janeiro, RJ, Brazil (telephones: 55-21-3224-1510 or 55-21-3224-9947).

WHERE YOU CAN FIND MORE INFORMATION

Information that Petrobras files with or furnishes to the SEC after the date of this prospectus supplement, and that is incorporated by reference herein, will automatically update and supersede the information in this prospectus supplement. You should review the SEC filings and reports that Petrobras incorporates by reference to determine if any of the statements in this prospectus supplement, the accompanying prospectus or in any documents previously incorporated by reference have been modified or superseded.

Documents incorporated by reference in this prospectus supplement are available without charge. Each person to whom this prospectus supplement and the accompanying prospectus are delivered may obtain documents incorporated by reference herein by requesting them either in writing or orally, by telephone or by e-mail from us at the following address:

Investor Relations Department
Petróleo Brasileiro S.A.-Petrobras
Avenida República do Chile, 65 — 4th Floor
20031-912 — Rio de Janeiro — RJ, Brazil
Telephone: (55-21) 3224-1510/3224-9947
E-mail: petroinvest@petrobras.com.br

In addition, you may review copies of the materials Petrobras files with or furnishes to the SEC without charge, and copies of all or any portion of such materials can be obtained at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the Public Reference Room. Petrobras also files materials with the SEC electronically. The SEC maintains an Internet site that contains materials that Petrobras files electronically with the SEC. The address of the SEC's website is <http://www.sec.gov>.

SUMMARY

This summary highlights key information described in greater detail elsewhere, or incorporated by reference, in this prospectus supplement and the accompanying prospectus. This summary is not complete and does not contain all of the information you should consider before investing in the Notes. You should read carefully the entire prospectus supplement, the accompanying prospectus, including “Risk Factors” and the documents incorporated by reference herein, which are described under “Incorporation of Certain Documents by Reference” and “Where You Can Find More Information.”

In this prospectus supplement, unless the context otherwise requires or as otherwise indicated, references to “Petrobras” mean Petróleo Brasileiro S.A.-Petrobras and its consolidated subsidiaries taken as a whole, and references to “PGF” mean Petrobras Global Finance B.V., a wholly-owned subsidiary of Petrobras. Terms such as “we”, “us” and “our” generally refer to both Petrobras and PGF, unless the context requires otherwise or as otherwise indicated.

PGF

PGF is a wholly-owned finance subsidiary of Petrobras, incorporated under the laws of The Netherlands as a private company with limited liability on August 29, 2012. PGF is an indirect subsidiary of Petrobras, and all of PGF’s shares are held by Petrobras’s Dutch subsidiary Petrobras International Braspetro B.V. PGF’s business is to issue debt securities in the international capital markets to finance Petrobras’s operations. PGF does not currently have any operations, revenues or assets other than those related to the issuance, administration and repayment of its debt securities. All debt securities issued by PGF are fully and unconditionally guaranteed by Petrobras. PGF was incorporated for an indefinite period of time.

Petrobras uses PGF as its main vehicle to issue securities in the international capital markets. PGF’s first offering of notes fully and unconditionally guaranteed by Petrobras occurred in September 2012. In December 2014, PGF assumed the obligations of Petrobras’s former finance subsidiary Petrobras International Finance Company S.A. (“PifCo”) under all then outstanding notes originally issued by PifCo, which continue to benefit from Petrobras’s full and unconditional guarantee.

PGF’s registered office is located at Weenapoint Toren A, Weena 722, 3014 DA Rotterdam, The Netherlands, and its telephone number is 31 (0) 10 206-7000.

Petrobras

Petrobras is one of the world’s largest integrated oil and gas companies, engaging in a broad range of oil and gas activities. Petrobras is a *sociedade de economia mista*, organized and existing under the laws of Brazil. For the years ended December 31, 2014 and 2015, Petrobras had sales revenues of U.S.\$143.7 billion and U.S.\$97.3 billion, gross profit of U.S.\$34.2 billion and U.S.\$29.8 billion and net loss attributable to shareholders of Petrobras of U.S.\$7.4 billion and U.S.\$8.5 billion, respectively. For the three-month period ended March 31, 2016, Petrobras had sales revenues of U.S.\$18.0 billion, gross profit of U.S.\$5.4 billion and net loss attributable to shareholders of Petrobras of U.S.\$318 million. In 2015, Petrobras’s average domestic daily oil and NGL (natural gas liquid) production was 2,128 mbbbl/d, which represented more than 90% of Brazil’s total oil and NGL production. Petrobras engages in a broad range of activities, which cover the following segments of its operations:

-

Exploration and Production: this business segment covers exploration, development and production of crude oil, NGL and natural gas in Brazil and abroad, for the primary purpose of supplying our domestic refineries and the sale of surplus crude oil and oil products produced in our natural gas processing plants to the domestic and foreign markets. Our exploration and production segment also operates through partnerships with other companies;

- *Refining, Transportation and Marketing:* this business segment covers refining, logistics, transportation and trading of crude oil and oil products in Brazil and abroad, exporting of ethanol, extraction and processing of shale, as well as holding equity interest in petrochemical companies in Brazil;

- *Gas and Power:* this business segment covers transportation, trading of natural gas produced in Brazil and abroad, imported natural gas, transportation and trading of NGL, generation and trading of electricity, as well as holding equity interest in (i) transporters and distributors of natural gas and (ii) thermoelectric power plants in Brazil, in addition to being responsible for our fertilizer business;
- *Distribution:* this business segment covers activities of Petrobras Distribuidora S.A., which operates through its own retail network and wholesale channels to sell oil products, ethanol and vehicle natural gas in Brazil to retail, commercial and industrial customers, as well as other fuel wholesalers. This segment also includes distribution of oil products operations abroad (South America); and
- *Biofuel:* this business segment covers production of biodiesel and its co-products, as well as ethanol-related activities such as equity investments, production and trading of ethanol, sugar and the surplus electric power generated from sugarcane bagasse.

Additionally, we have a Corporate segment that has activities that are not attributed to the other business segments, notably those related to corporate financial management, corporate overhead and other expenses, including actuarial expenses related to the pension and medical benefits for retired employees and their dependents. For further information regarding our business segments, see Note 4.2. to our audited consolidated financial statements for the year ended December 31, 2015.

Petrobras's principal executive office is located at Avenida República do Chile, 65, 20031-912 - Rio de Janeiro RJ, Brazil, its telephone number is (55-21) 3224-4477, and our website is www.petrobras.com.br. The information on our website, which might be accessible through a hyperlink resulting from this URL, is not and shall not be deemed to be incorporated into this prospectus supplement.

The Offering

Issuer	Petrobras Global Finance B.V., or “PGF.”
The 2021 Notes	U.S.\$5,000,000,000 aggregate principal amount of 8.375% Global Notes due 2021, or the “2021 Notes.”
The 2026 Notes	U.S.\$1,750,000,000 aggregate principal amount of 8.750% Global Notes due 2026, or the “2026 Notes.”
Issue Price	For the 2021 Notes: 99.002% of the aggregate principal amount. For the 2026 Notes: 98.374% of the aggregate principal amount.
Closing Date	May 23, 2016.
Maturity Date	For the 2021 Notes: May 23, 2021. For the 2026 Notes: May 23, 2026.
Interest	For the 2021 Notes: The 2021 Notes will bear interest from May 23, 2016, the date of original issuance of the notes, at the rate of 8.375% per annum, payable semi-annually in arrears on each interest payment date. For the 2026 Notes: The 2026 Notes will bear interest from May 23, 2016, the date of original issuance of the notes, at the rate of 8.750% per annum, payable semi-annually in arrears on each interest payment date.
Interest Payment Dates	May 23 and November 23 of each year, commencing on November 23, 2016.
Denominations	PGF will issue the Notes only in denominations of U.S.\$2,000 and integral multiples of U.S.\$1,000 in excess thereof.
Trustee, Registrar, Paying Agent and Transfer Agent	The Bank of New York Mellon.
Codes	
(a) ISIN	For the 2021 Notes: US71647NAP42 For the 2026 Notes: US71647NAQ25
(b) CUSIP	For the 2021 Notes: 71647N AP4 For the 2026 Notes: 71647N AQ2
Use of Proceeds	PGF intends to use all or a portion of the net proceeds from the sale of the notes to repurchase its 3.500% Global Notes due 2017, 3.250% Global Notes due 2017, Floating Rate Global Notes due 2017, 2.750% Global Notes due 2018, 5.875% Global Notes due 2018, 4.875% Global Notes due 2018,

7.875% Global Notes due 2019, 3.000% Global Notes due 2019, Floating Rate Global Notes due 2019, and 3.25% Global Notes due 2019, or the “Waterfall Notes,” which, together with PGF’s 8.375% Global Notes due 2018, or the “2018 Notes,” we refer to collectively as the “Old Notes,” in each case, that we accept for purchase under the tender offer and consent solicitation described below, and to use any remaining net proceeds for general corporate purposes. See “Use of Proceeds.”

Tender Offer and Consent Solicitation Concurrently with this offering, we have announced our current intention to make a cash tender offer and consent solicitation, or the “Tender Offer and Consent Solicitation,” on the terms and subject to the conditions included in an offer to purchase and consent solicitation statement, or the “Offer to Purchase and Consent Solicitation Statement,” that will be made available to eligible holders of Old Notes upon the commencement of the Tender Offer and Consent Solicitation. In conjunction with the tender offer of the 2018 Notes, PGF is soliciting consents from holders of the 2018 Notes to certain amendments to the indenture under which the 2018 Notes were issued, or the “2018 Notes Indenture,” and the related guaranty by Petrobras, or the “2018 Notes Guaranty,” which will result in the elimination of certain covenants and related provisions in the 2018 Notes Indenture and the 2018 Notes Guaranty. The tender offer of the 2018 Notes is conditioned upon, among other customary conditions, the tender of an aggregate principal amount of 2018 Notes representing not less than a majority of the aggregate principal amount of all outstanding 2018 Notes. The tender offer of the Waterfall Notes is conditioned upon, among other customary conditions, the closing of the sale of the 2021 Notes and 2026 Notes offered hereby. BB Securities Limited, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Santander Investment Securities Inc. are acting as dealer managers in the Tender Offer and Consent Solicitation.

Although we currently intend to consummate the Tender Offer, we cannot guarantee that the Tender Offer and Consent Solicitation will be consummated on the terms contained in the Offer to Purchase and Consent Solicitation or, if consummated, the number of Old Notes that will be tendered.

This offering is not conditioned on the successful consummation of the Tender Offer and Consent Solicitation.

This prospectus supplement is not an offer to purchase or a solicitation of an offer to sell the Old Notes. The Tender Offer and Consent Solicitation will be made only by and pursuant to the terms of the Offer to Purchase and Consent Solicitation, as may be amended or supplemented from time to time in our sole discretion.

Indenture The Notes offered hereby will be issued pursuant to an indenture between PGF and The Bank of New York Mellon, a New York banking corporation, as trustee, dated as of August 29, 2012, as supplemented by the twenty-first supplemental indenture in the case of the 2021 Notes and by the twenty-second supplemental indenture in the case of the 2026 Notes, each dated as of the closing date, among PGF, Petrobras and The Bank of New York Mellon, as trustee. See “Description of the Notes.”

Guaranties The Notes will be unconditionally guaranteed by Petrobras under the guaranties. See “Description of the Guaranties.”

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Ranking	<p>The Notes constitute general senior unsecured and unsubordinated obligations of PGF that will at all times rank <i>pari passu</i> among themselves and with all other unsecured unsubordinated indebtedness issued from time to time by PGF.</p> <p>The obligations of Petrobras under the guaranties constitute general senior unsecured obligations of Petrobras that will at all times rank <i>pari passu</i> with all other senior unsecured obligations of Petrobras that are not, by their terms, expressly subordinated in right of payment to Petrobras's obligations under the guaranties.</p>
Optional Redemption	<p>PGF may redeem the Notes at any time in whole or in part by paying the greater of the principal amount of such series of the Notes and the relevant "make-whole" amount, plus, in each case, accrued interest, as described under "Description of the Notes—Optional Redemption— Optional Redemption With 'Make-Whole' Amount for the Notes."</p>
Early Redemption at PGF's Option Solely for Tax Reasons	<p>The Notes will be redeemable in whole at their principal amount, plus accrued and unpaid interest, if any, to but excluding the relevant date of redemption, at PGF's option at any time only in the event of certain changes affecting taxation. See "Description of the Notes—Optional Redemption—Redemption for Taxation Reasons."</p>
Covenants	