

PETROBRAS INTERNATIONAL FINANCE CO
Form 6-K
December 09, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of December 2011

Commission File Number 001-15106

Commission File Number 001-33121

PETRÓLEO
BRASILEIRO S.A.
PETROBRAS

PETROBRAS
INTERNATIONAL
FINANCE COMPANY

(Exact name of registrant as specified in its charter)

(Exact name of registrant as specified in its charter)

**BRAZILIAN PETROLEUM
CORPORATION
PETROBRAS**

(Translation of registrant's name into English)

Not Applicable

(Translation of registrant's name into English)

**Avenida República do Chile, 65
20035-900 Rio de Janeiro RJ,
Brazil
(55-21) 3224-4477**

(Address of principal executive offices)

**4th Floor, Harbour Place
103 South Church Street
P.O. Box 1034GT BWI
George Town, Grand Cayman**

**Cayman Islands
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .

This report on Form 6-K is incorporated by reference in the Registration Statement on Form of F-3 of Petróleo Brasileiro S.A. Petrobras (Petrobras) (No. 333-163665) and Petrobras International Finance Company (PifCo) (No. 333-163665-01) and its accompanying prospectus supplement dated as of December 1, 2011.

Exhibits

- Exhibit 5.1 Opinion of internal counsel to Petrobras
- Exhibit 5.2 Opinion of Walkers, Cayman Islands counsel to PifCo and Petrobras
- Exhibit 5.3 Opinion of Cleary Gottlieb Steen & Hamilton LLP, U.S. counsel to PifCo and Petrobras

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PETROLEO BRASILEIRO S.A. PETROBRAS

By /s/ Sérgio Túlio da R. Tinoco
Sérvio Túlio da R. Tinoco
Corporate Finance Manager

PETROBRAS INTERNATIONAL FINANCE COMPANY

By /s/Arthur Costa da Silva
Arthur Costa da Silva
Director s Assistant

Date: December 9, 2011