

ULTRAPAR HOLDINGS INC
Form 6-K
April 14, 2010

Form 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report Of Foreign Private Issuer
Pursuant To Rule 13a-16 Or 15d-16 Of
The Securities Exchange Act Of 1934

For the month of April, 2010

Commission File Number: 001-14950

ULTRAPAR HOLDINGS INC.
(Translation of Registrant's Name into English)

Avenida Brigadeiro Luis Antonio, 1343, 9º Andar
São Paulo, SP, Brazil 01317-910
(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 X	Form
20-F	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):

Yes	No	X
-----	----	---

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes	No	X
-----	----	---

Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes	No	X
-----	----	---

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

ULTRAPAR HOLDINGS INC.

TABLE OF CONTENTS

ITEM

1. Manual for Shareholders' Participation
 2. Management compensation
 3. Members of the Board of Directors and of the Fiscal Council appointed by the controlling shareholders
-

Item 1

General Shareholders' Meeting
of April 28th, 2010

Manual for Shareholders' Participation

TABLE OF CONTENTS

3	Message from the Chairman of the Board of Directors
4	Message from the Chief Executive Officer
5	Invitation
6	Procedures and Deadlines
8	Matters to be discussed
12	Voting Rights in the Meeting
	Annexes
	(I) Management Report
	(II) Management Discussion and Analysis
	(III) Financial Statements
	(IV) Independent Auditors' Report
	(V) Fiscal Council's Report
	(VI) Capital Budget Proposal
	(VII) Destination of Net Earnings
	(VIII) Members of the Board of Directors and of the Fiscal Council Appointed by the Controlling Shareholder
	(IX) Management Compensation
	(X) Management and Fiscal Council Compensation Proposal
	(XI) Call Notice

MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS

Dear Shareholders,

We are pleased to invite you to attend the General Shareholders' Meeting (the "Meeting") of Ultrapar Participações S.A. ("Ultrapar" or the "Company"), to be held on April 28th, 2010, at 2:00 p.m., in the Company's headquarters, located at Av. Brigadeiro Luíz Antônio, nr 1.343, 9th floor, in the City and State of São Paulo, Brazil, in accordance with the Call Notice published on April 13th, 14th and 15th, 2010 in the newspapers Diário Oficial do Estado de São Paulo and Valor Econômico, also available at the Company's website (www.ultra.com.br).

PAULO G. A. CUNHA
Chairman of the Board of Directors

3

MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

Dear Shareholders,

The preparation of this Manual for Shareholders' Participation (the "Manual") is in accordance with the Company's policy towards the continuous improvement of its corporate governance practices, including the quality of the information provided to our shareholders.

The purpose of this document is to provide you with clarification and guidance regarding the matters to be discussed in the Meeting. Accordingly, in this Manual you will find information on the date, location and time of the Meeting, guidelines regarding the procedures required for your attendance and participation in the Meeting as well as the necessary information regarding the matters to be discussed.

PEDRO WONGTSCHOWSKI
Chief Executive Officer

INVITATION

DATE

April 28th, 2010

TIME

2:00 p.m.

LOCATION

Company's headquarters

Av. Brigadeiro Luiz Antônio, nr 1343, 9th floor

Bela Vista - 01317-910

São Paulo – SP

MAP

5

PROCEDURES AND DEADLINES

Shareholders of the Company, in person, their legal representatives or proxy may attend the Meeting, provided that the following documents are presented:

Individual Shareholder

- Ø Original or certified copy of an identification document with photo (ID, Alien Resident Card, Driver's License, officially recognized professional identity card or passport, in the case of foreigners); and
- Ø Original or certified copy of the power of attorney, if applicable, with the signature notarized by a notary public and proxy's identification document with photo.

Corporate Shareholder

- Ø Certified copy of the latest amended and restated bylaws or consolidated corporate contract and of any corporate documents granting power to sign on behalf of the grantor (minutes of the election of the executive officers and/or proxy);
 - Ø Original or certified copy of an identification document with photo(s) of the legal representative(s); and
- Ø Original or certified copy of the power of attorney, if applicable, with the signature notarized by a notary public and an identification document with photo of the proxy.

Investment Funds

- Ø Certified copy of the latest amended and restated consolidated regulation of the fund and the bylaws or corporate contract of its manager, as well as of any corporate documents granting power to sign on behalf of the grantor (minutes of the election of executive officers and/or proxy);
 - Ø Original or certified copy of an identification document with photo(s) of the legal representative(s); and
- Ø Original or certified copy of the power of attorney, if applicable, with the signature notarized by a notary public and an identification document with photo of the proxy.

For foreign investment funds and legal entities, the documentation to prove powers of representation must have been notarized and certified by a consul. A certified translation will not be required if the original language of the document is Portuguese, English or Spanish.

To participate in the Meeting, holders of preferred shares in fungible custody must submit a shareholder's position statement provided by the custodian body, containing the respective shareholding. Such shareholder's position statement must be deposited at the Company's headquarters, in a sealed envelope, addressed to the Investor Relations Department, up to 5:00 p.m. on April 26th, 2010. The capacity of holders of common shares will be confirmed by consultation of the share registry book, to those shareholders whose shares are held under custody of the Company.

Shareholders may be represented in the Meeting by a proxy with the mandate granted within a period that is less than a year prior to the Meeting, a shareholder proxy that must be shareholder, manager of the company, lawyer, financial institution or investment funds manager representing the fund's joint owners, subject to presentation of the relevant power of attorney, which must be deposited at the Company's headquarters, in a sealed envelope, addressed to the Investor Relations Department, up to 5:00 p.m. on April 26th, 2010.

For any questions, please contact the Investor Relations Department – telephone: +55 11 3177-7014 / facsimile: +55 11 3177-6107 or at invest@ultra.com.br.

MATTERS TO BE DISCUSSED

Under the terms of article 132 of the Brazilian Corporate Law and article 13 of the Company's bylaws, Ultrapar must hold the Meeting, within the first four months following the closing of the fiscal year.

Therefore, the Meeting will discuss the following matters:

1. Analysis and approval of the Management's Report and the financial statements referring to the fiscal year ended on December 31st, 2009, together with the report from our Independent Auditors and the opinion from our Fiscal Council.

The documents related to this item can be found in Annexes I to V of this Manual.

2. Approval of the capital budget for the fiscal year 2010.

The capital budget submitted by the management for the fiscal year 2010 amounts to R\$ 1,125,938.00 (one billion, one hundred twenty-five million, nine hundred thirty-eight reais). For further information regarding the Capital Budget Proposal, see Annex VI of this Manual.

3. Destination of net earnings for the fiscal year ended on December 31st, 2009.

The proposal for the destination of net earnings for the fiscal year ended on December 31st, 2009, in the amount of R\$ 466,747,829.11 (four hundred sixty six million, seven hundred forty seven thousand, eight hundred twenty nine reais and eleven cents), is as follows:

R\$ 23,337,391.46 (twenty three million, three hundred and thirty seven thousand, three hundred and ninety one reais and forty six cents) will be directed to the legal reserve;

R\$ 164,848,793.85 (one hundred and sixty four million, eight hundred and forty eight thousand, seven hundred and ninety three reais and eighty five cents) will be directed to the reserve for retention of profits, under the terms of article 196 of the Brazilian Corporate Law, based on the capital budget approved in this Meeting; and

R\$ 278,561,643.80 (two hundred and seventy eight million, five hundred and sixty one thousand, six hundred and forty three reais and eighty cents) will be directed to the payment of dividends to holders of common and preferred shares, of which R\$ 119,160,417.90 (one hundred and nineteen million, one hundred and sixty thousand, four hundred and seventeen reais and ninety cents) were paid as interim dividends, as approved by the Board of Directors on August 12th, 2009. The remaining balance of the dividends hereby approved, equivalent to R\$ 159,401,225.90 (one hundred and fifty nine million, four hundred and one thousand, two hundred and twenty five reais and ninety cents) were paid to shareholders from March 12th, 2010 onwards, with no remuneration or monetary adjustment. Therefore, the amount of dividends distributed in the year amounted to a dividend per common or preferred share of R\$ 1.19 (one real and nineteen cents).

For further information on the Destination of Net Earnings, see Annex VII of this Manual.

4. Election of members of the Board of Directors and setting of the Management compensation.

Ultra S.A., controlling shareholder of the Company, indicates for the election of the members of the Board of Directors the following candidates. Further information regarding such candidates can be found in Annex VII of this Manual.

PAULO GUILHERME AGUIAR CUNHA, Brazilian, married, engineer, holder of Identity Card RG nr 4.554.607/SSP-SP and CPF/MF nr 008.255.498-68, with business address at Av. Brigadeiro Luiz Antônio, nr 1.343, 9th floor, Bela Vista, in the City and State of São Paulo;

LUCIO DE CASTRO ANDRADE FILHO, Brazilian, married, engineer, holder of Identity Card RG nr 3.045.977/SSP-SP and CPF/MF nr 061.094.708-72, with business address at Av. Brigadeiro Luiz Antonio, nr 1.343 – 9th floor, Bela Vista, in the City and State of São Paulo;

ANA MARIA LEVY VILLELA IGEL, Brazilian, widow, businesswoman, holder of Identity Card RG nr 2.821.401/SSP-SP and CPF/MF nr 513.400.208-82, with business address at Av. Brigadeiro Luiz Antonio, nr 1.343 – 5th floor, Bela Vista, in the City and State of São Paulo;

PAULO VIEIRA BELOTTI, Brazilian, married, engineer, holder of Identity Card RG nr 946.526-1/IFP-RJ and CPF/MF nr 001.388.357-72, with office located at Rua do Ouvidor, nr 60, room 1104, Centro, in the City and State of Rio de Janeiro;

OLAVO EGYDIO MONTEIRO DE CARVALHO, Brazilian, legally separated, industrial, holder of Identity Card RG nr 01.585.449-0/IFP-RJ and CPF/MF nr 007.260.107-82, with business address at Ladeira Nossa Senhora, nr 163 – 7th floor, in the City and State of Rio de Janeiro; and

NILDEMAR SECCHES, Brazilian, widower, engineer, holder of Identity Card RG nr 3.997.339-6/SSP-SP and CPF/MF nr 589.461.528-34, with business address at Av. Escola Politécnica, nr 760, Jaguaré, in the City and State of São Paulo.

Setting of the Management Compensation

For further information on the Management and Fiscal Council Compensation Proposal, see Annex X. For further information on the Management Compensation, see Annex IX of this Manual.

5. Election of members of the Fiscal Council and setting of their compensation.

Ultra S.A., controlling shareholder of the Company, indicates for the election of the members of the Fiscal Council the following candidates. Further information regarding such candidates can be found in Annex VII of this Manual.

As effective members

FLAVIO CÉSAR MAIA LUZ, Brazilian, married, civil engineer, registered under CPF/MF nr 636.622.138-34, resident and domiciled at Alameda Canadá, 162, Alphaville 2, in the city of Barueri, in the State of São Paulo;

MARIO PROBST, Brazilian, married, accountant and business administrator, registered under CPF/MF nr 029.415.318-74, resident and domiciled at Rua Robélia, 614, Jardim Prudência, in the City and State of São Paulo;

RAUL MURGEL BRAGA, Brazilian, married, lawyer, registered under CPF/MF nr 004.612.707-06, resident and domiciled at Rua Joaquim Nabuco, 238, ap 702, Ipanema, in the City and State of Rio de Janeiro;

As alternate members

MÁRCIO AUGUSTUS RIBEIRO, Brazilian, married, production engineer, registered under CPF/MF nr 006.211.088-80, resident and domiciled at Alameda Canadá, 43, in the City of Vinhedo, in the State of São Paulo;

KATUYOSHI UTIYAMA, Brazilian, married, industrial engineer and business administrator, registered under CPF/MF nr 065.361.828-04, resident and domiciled at Rua Dom Macário, 1.100, Jardim da Saúde, in the City and State of São Paulo; and

PEDRO OZIRES PREDEUS, Brazilian, married, accountant, registered under CPF/MF nr 005.474.508-00, resident and domiciled at Rua Marechal Hastimphilo de Moura, 338-C, ap 23-B, in the City and State of São Paulo.

Setting the Fiscal Council Compensation

For further information on the Management and Fiscal Council Compensation Proposal, see Annex X. For further information on the Management Compensation, see Annex IX of this Manual.

VOTING RIGHTS IN THE MEETING

Holders of common shares may vote in all matters included in the agenda, and holders of preferred shares may vote on the election, separately, of 1 (one) member of the Board of Directors and 1 (one) member of the Fiscal Council, as indicated below.

Board of Directors – Procedures for requesting multiple vote

The minimum percentage of the voting capital necessary for requesting multiple vote for the election of members of the Board of Directors is 5%(five percent) of the voting capital, according to CVM Instruction nr 165/91, amended by CVM Instruction nr 282/98.

In accordance with the terms of article 141, § 1 of the Brazilian Corporate Law, holders of common shares of the Company may request the adoption of multiple voting procedure no later than 48 (forty eight) hours prior to the Meeting.

Board of Directors – Percentage for separate election

Pursuant to article 141, § 4, of the Brazilian Corporate Law, minority shareholders holding fifteen percent (15%) of the common shares and shareholders holding preferred shares representing ten percent (10%) of the social capital may each appoint, in separate voting by type of share, one member of the Board of Directors. If such shareholders holders of common and preferred shares do not satisfy, respectively, the quorums mentioned above, they may aggregate their shares to appoint one member of the Board of Directors, provided that they represent a minimum of ten percent (10%) of the social capital.

Pursuant to article 141, § 6, of the Brazilian Corporate Law, are only entitled to exercise the right above, holders that prove uninterrupted title to a shareholding interest in our shares for a period of at least 3 (three) months immediately prior to the holding of the Meeting.

Fiscal Council – Percentage for separate election

Pursuant to article 161, § 4, of the Brazilian Corporate Law, minority shareholders holding ten percent (10%) of the common shares and shareholders holding preferred shares may each appoint, in a separate voting by type of share, one member and respective alternate of the Fiscal Council.

Item 2

ULTRAPAR PARTICIPAÇÕES S.A.

Publicly Traded Company

CNPJ no. 33.256.439/0001- 39
NIRE 35.300.109.724

In compliance with the information required by article 12, section II of CVM Instruction Nr. 481/2009, Ultrapar Participações S.A. (“Ultrapar” or “Company”) presents below the information regarding its management compensation, under the terms of item 13 of its annual form (“Formulário de Referência”).

13. Management compensation

13.1. Compensation policy or practice for the Board of Directors, Statutory and non-statutory Officers and Fiscal Council

a. Purpose of the compensation policy or practice

The purposes of Ultrapar’s compensation policy and practices are (i) to align the interests between executives and shareholders, based on the principle of sharing risks and returns, (ii) to converge individual goals to the Company’s strategy, and (iii) to recognize the contribution of and retain professionals, based on market references.

Following these principles, Ultrapar adopts a differentiated and competitive compensation plan compared to the market, a plan that includes the use of value creation metrics to establish variable compensation targets, differentiated benefits to executives and a stock ownership plan.

b. Compensation composition

i. Description and purpose of each compensation component

Board of Directors

- Fixed compensation: a monthly amount determined in accordance with market standards. The Chairman and the Vice Chairman earn a higher amount than other directors as a result of the positions held.
- Variable compensation: not practiced.

Fiscal Council

- Fixed compensation: a monthly amount approved by shareholders in the annual general meeting. The compensation of each member of the Fiscal Council must be equal to at least 10% of the average compensation of the Statutory Officers, excluding benefits and profit sharing. The President and the Secretary earn a higher amount than other members as a result of the positions held.

- Variable compensation: not practiced.

Officers

- Fixed compensation: a monthly amount paid with the purpose of compensating for the experience of each professional and the responsibility and complexity inherent to each position. The fixed compensation of Officers includes salaries and a benefit plan comprised of health care plan, physical check-up, group life insurance, among others.
-

- Short-term variable compensation: an annual amount paid in order to align the interests of the executives with those of the Company. This amount is linked to (i) the business performance, which is measured through the Economic Value Added (EVA®) metric, and (ii) the achievement of annual individual goals established based on the strategic planning and focused on expansion and operational excellence projects, people development and market positioning, among others.
- Long-term variable compensation: the purpose of this portion is to align long term interests of executives and shareholders and to retain executives. Ultrapar's statutory officers may receive an additional variable compensation based on the performance of the Company's shares between 2006 and 2011.