



NOTICE TO THE MARKET - SENIOR NOTES ISSUANCE

COSAN S.A. INDÚSTRIA E COMÉRCIO
Corporate Taxpayers' ID (CNPJ/MF): 50.746.577/0001-15
Company Registry (N.I.R.E.) 35.300.177.045
Publicly Held Company

Notice to the Market

Cosan S.A. Indústria e Comércio ("Cosan") (BM&FBOVESPA: CSAN3), in compliance with Brazilian Securities and Exchange Commission ("CVM") Instruction no. 358 of January 3, 2002 as amended, announces to its shareholders and the public in general the pricing of the following transactions:

(i) the placement of foreign debt issue by its subsidiary, Cosan Luxembourg S.A., Senior Notes due 2023 ("2023 Note ") in the total amount of US\$500,000,000.00 (five hundred million dollars) maturing on March 14, 2023 with coupon of 5.00% p.a, paid semiannually, with issue price of 98.839% of principal amount; and

(ii) the placement of a foreign debt issue by its subsidiary, Cosan Luxembourg, Senior Notes due 2018 ("Notes 2018" and, together with the 2023 Notes, "Notes") in the total amount of R\$500,000,000.00 (five hundred million reais) that mature on March 14, 2018 with coupon of 9.500% p.a, paid semiannually, with issue price of 99.513% of principal amount.

The Notes are unconditionally guaranteed by the Company and were offered abroad with placement efforts (i) in the United States of America for qualified institutional buyers as defined in Rule 144A of the U.S. Securities and Exchange Commission ("SEC") for operations in which registration has been waived, as provided in the U.S. Securities Act of 1933, as amended ("Securities Act"), and supporting regulations; and (ii) in countries other than the United States of America and Brazil for investors constituted under current legislation of the country of residence of each respective investor, based on Regulation S of the Securities Act, published by the SEC. The Notes were rated Ba2 by Moody's, BB by Standard & Poor's and BB by Fitch Ratings.

Cosan will use the net proceeds from the issue for the partial redemption of its simple debentures issued for the acquisition of Companhia de Gás de São Paulo – Comgás, reinforcing its strategy to reduce the cost of its debt and extend its profile.

The notes were not and will not be registered, as provided by the Securities Act and cannot be offered or sold to "U.S. persons." As the notes will not be offered or placed in Brazil, the offering will also not be registered with the Brazilian Securities and Exchange Commission. This Notice to the Market does not constitute an offer for sale or solicitation of an offer for purchase of any security.

São Paulo, March 8, 2013

Marcelo Martins
CFO and Investor Relations Officer

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