BANK BRADESCO
Form 20-F/A
August 29, 2016

As filed with the Securities and Exchange Commission

on August 29, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F/A

(Amendment No. 1)

¨ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 1-15250

OR

¨ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

BANCO BRADESCO S.A.

(Exact name of Registrant as specified in its charter)

BANK BRADESCO

(Translation of Registrant's name into English)

Federative Republic of Brazil

(Jurisdiction of incorporation or organization)

Cidade de Deus S/N - Vila Yara - 06029 - 900 - Osasco - SP, Brazil

(Address of principal executive office)

Luiz Carlos Angelotti (Managing Officer and Investor Relations Officer)

E mail: luiz.angelotti@bradesco.com.br

Telephone: +55 11 3684 – 4011

Cidade de Deus S/N - Vila Yara, 06029 - 900 - Osasco - SP, Brazil

(Name, telephone, e mail and/or facsimile number and address of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
American Depositary Shares, or ADSs (evidenced by American Depositary Receipts, or ADRs), each representing 1 preferred share	New York Stock Exchange
Preferred Shares	New York Stock Exchange*
American Depositary Shares, or ADSs (evidenced by American Depositary Receipts, or ADRs), each representing 1 common share	New York Stock Exchange
Common Shares	New York Stock Exchange*

* Not for trading, but only in connection with the registration of ADSs pursuant to the requirements of the SEC.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None.

Number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 201 5:

2,520,694,623	Common Shares, without par value
2,508,781,030	Preferred Shares, without par value

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act.
x Yes ¨ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ¨ Yes x No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ¨ Yes ¨ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b 2 of the Exchange Act:

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ¨ International Financial Reporting Standards as issued by the International Accounting Standards Board x Other ¨

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. ¨ Item 17 ¨ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b 2 of the Exchange Act). ¨ Yes x No

EXPLANATORY NOTE

This Amendment No. 1 ("Amendment No. 1") to the Annual Report on Form 20 F of Banco Bradesco S.A. (the "Bank") for the fiscal year ended December 31, 2015 (the "Form 20 F"), originally filed with the Securities and Exchange Commission (the "SEC") on April 18, 2016 (the "Original Report"), is being filed solely to amend Exhibit 4.1 to the Original Report ("Exhibit 4.1") and amend and restate Item 19 (Exhibits) of the Original Report accordingly. The Bank no longer seeks confidential treatment of certain of the items for which confidential treatment was originally requested for Exhibit 4.1. Accordingly, the Bank is refiling Exhibit 4.1 with only those portions redacted as to which it continues to request confidential treatment.

Additionally, in connection with the filing of this Amendment No. 1, the Bank is including currently updated certifications of the Bank's chief executive officer and chief financial officer pursuant to Rule 13a 14(a) or Rule 15d 14(a) of the Securities Exchange Act of 1934, as amended. Because no financial statements have been included in this Amendment No. 1 and this Amendment No. 1 does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of these certifications have been omitted. In addition, because no financial statements are being filed with this Amendment No. 1, the Bank is not including certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C.1350).

Other than expressly stated above, the Bank has not updated or amended the disclosures contained herein to reflect events that have occurred since the filing of the Original Report, or modified or updated the disclosures contained in the Original Report. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Report and other reports furnished by the Bank to the SEC subsequent to the filing of the Original Report.

ITEM 19. EXHIBITS

1.1 - Amended and Restated Bylaws of Banco Bradesco S.A.(1)

2.1 - Deposit Agreement, dated as of July 22, 2009, by and among us, The Bank of New York Mellon, as depositary, and the holders and beneficial owners of preferred share ADSs evidenced by preferred share ADRs issued thereunder.(2)

2.2 - Common share Deposit Agreement, dated as of March 13, 2012, by and among us, The Bank of New York Mellon, as depositary, and the holders and beneficial owners of common share ADSs evidenced by common share ADRs issued thereunder.(3)

2.3 - The total amount of long-term debt securities of our company and its subsidiaries under any one instrument does not exceed 10.0% of the total assets of our company and its subsidiaries on a consolidated basis. We agree to furnish copies of any or all such instruments to the SEC upon request.

4.1+ - Share Purchase Agreement dated July 31, 2015 between HSBC Latin America Holdings (UK) and Banco Bradesco S.A.

6.1 - Calculation of earnings per share data and weighted average number of shares outstanding.(1)

7.1 - Calculation of dividends/interest on equity per share data.(1)

8.1 - List of Subsidiaries.(1)

12.1 - Certification of the Chief Executive Officer, pursuant to Rules 13a 14 and 15d 14 under the Securities Exchange Act of 1934.

12.2 - Certification of the Chief Financial Officer, pursuant to Rules 13a 14 and 15d 14 under the Securities Exchange Act of 1934.

13.1 - Certification of the Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(1)

13.2 - Certification of the Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(1)

+ Registrant has omitted portions of the referenced exhibit pursuant to a request for confidential treatment pursuant to Rule 24b 2 under the Securities Exchange Act of 1934, as amended.

(1) Incorporated by reference to the Bank's Annual Report on Form 20 F filed on April 18, 2016.

(2) Incorporated by reference to the Bank's Registration Statement on Form F 6 relating to the ADSs filed on August 25, 2009 (File No. 333 161530).

(3) Incorporated by reference to the Bank's Registration Statement on Form F 6 relating to the common share ADSs filed on February 22, 2012 (File No. 333 179623).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all the requirements for filing on Form 20-F and has duly caused this Amendment No. 1 to the annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

Banco Bradesco S.A.
/s/ Luiz Carlos Trabuco Cappi

Luiz Carlos Trabuco Cappi

Chief Executive Officer

/s/ Alexandre da Silva Glüher

Alexandre da Silva Glüher

Chief Financial Officer

Date: August 29, 2016.