



ESTÁCIO PARTICIPAÇÕES S.A.
Publicly-Held Company
Corporate Taxpayer's ID (CNPJ/MF):
08.807.432/0001-10
Company Registry (NIRE): 33.3.0028205 – 0



MATERIAL FACT

Estácio Participações S.A. ("Estácio" or "Company" - Bovespa: ESTC3), in accordance with paragraph 4, Article 157 of Law 6,404/76 and CVM Instruction 358/02 and amendments, hereby informs the market and the public in general that, through its indirect subsidiary SOCIEDADE EDUCACIONAL ATUAL DA AMAZÔNIA LTDA. ("ATUAL"), it concluded today the acquisition of Associação Educacional da Amazônia ("ASSEAMA"), the controlling institution of Faculdade SEAMA ("SEAMA"), an institution headquartered and with a campus in the city of Macapá, state of Amapá. The acquisition was established under condition subsequent and the parties involved must comply with all the precedent conditions within 60 days as of the formalization of each purchase and sale instrument.

The total investment in ASSEAMA was R\$ 21,720,000.00 (twenty one million, seven hundred and twenty thousand reais). SEAMA has approximately 2,750 students enrolled and has an average ticket of approximately R\$ 630. The consolidation of activities in Macapá will allow the Company to further expand in a market in which it already operates, as the city's largest private post-secondary educational institution. The transaction also complements the portfolio of courses that now cover all the main segments with high demand in the job market, with a special focus on the Health courses. Finally, the operation in the city will generate important gains in academic quality, efficiency and scale.

If the precedent conditions are met, the acquisition will constitute material investment by the Company, pursuant to Article 247, Sole Paragraph, Sub item "b" of Law 6,404/76. The Company's Management will inform its shareholders of the date of the Shareholders' Meeting to ratify the acquisition in due time, and if the acquisition will entitle dissenting shareholders to the right to withdraw. In the event of withdrawal rights, the amount paid as reimbursement for the shares will be based on Article 12, Sole Paragraph of the Company's Bylaws.

Rio de Janeiro, February 6, 2012.

Rogério Frota Melzi
Investor Relations Officer
Estácio Participações S.A.