

Gafisa S.A.
Form 6-K
October 22, 2008

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

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

For the month of October, 2008

(Commission File No. 001-33356),

Gafisa S.A.

(Translation of Registrant's name into English)

**Av. Nações Unidas No. 8501, 19th floor
São Paulo, SP, 05425-070
Federative Republic of Brazil**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file
annual reports under cover 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)

Yes No

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

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

Edgar Filing: Gafisa S.A. - Form 6-K

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

GAFISA S.A.

Corporate Taxpayer's ID (CNPJ/MF) 01.545.826/0001 -07

Corporate Registry (NIRE) 35.300.147.952

Publicly-held Company 01610-1

NOTICE TO THE MARKET

Tenda Shareholders Approve Incorporation of Fit into Tenda

São Paulo, SP, Brazil, October 21, 2008 Gafisa S.A. (NYSE: GFA; BOVESPA: GFSA3) hereby discloses to the market that the shareholders of Construtora Tenda S.A (Tenda), during an Extraordinary General Meeting which took place today, among other decisions, approved the merger of Fit Residencial Empreendimentos Imobiliários Ltda. (Fit) into Tenda, pursuant to the terms of the Protocol and Justification of Merger (Protocol) and the first amendment to the Protocol. As a result of the Extraordinary General Meeting, the merged company Fit was extinguished and Gafisa S.A. became the holder of 60% of the total and voting capital of Tenda.

São Paulo, October 21, 2008.

Gafisa S.A.

