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 April, 2009 (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 ___X__ 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 __ 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___

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

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

GAFISA S.A.

Corporate Taxpayers ID (CNPJ/MF) No. 01.545.826/0001 -07 NIRE 35.300.147.952

Publicly-Held Company

Notice to the Market Failure to convene an Extraordinary General Shareholders Meeting

Gafisa S.A. informs its shareholders, the market in general and other interested parties that, due to the absence of the minimum legal quorum required to convene, on a first call, the Extraordinary General Shareholders Meeting called for April 30th, 2009, a second call notice will be published to set a new date for such meeting.

São Paulo, April 30th, 2009

Alceu Duilio Calciolari Investor Relations Officer

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 30, 2009

Gafisa S.A.

By: /s/ Alceu Duílio Calciolari

Name: Alceu Duílio Calciolari Title: Chief Financial Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates offuture economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will a ctually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.