



RUMO LOGÍSTICA OPERADORA MULTIMODAL S.A.
Corporate Taxpayer's ID (CNPJ): 71.550.388/0001-42
Company Registry (NIRE): 35.300.170.865
Publicly-Held Company

NOTICE TO THE MARKET

Rumo Logística Operadora Multimodal S.A. (BM&FBovespa: RUMO3) ("Rumo" or "Company"), pursuant to article 12 of the CVM Instruction nº 358, dated January 3, 2002, as amended by CVM Instruction nº 568, dated September 17, 2015, hereby informs that, the Company received correspondence from Eminence Capital, LP ("Eminence"), by which informed the Company that, acting on behalf of its investment advisory clients, it has economic exposure to 31,997,176 common shares, representing 10.70% of all common shares issued by Rumo.

Furthermore, Eminence informs that, on behalf of its investment advisory clients, it also holds certain cash-settled derivative instruments referencing the Company's common shares, which gives its investment advisory clients economic exposure to three million, eight hundred and sixty nine thousand, two hundred (3,869,200) common shares, representing 1.29% of all common shares issued by the Company.

Combined holdings of Eminence total 35,866,376 common shares, representing 11.99% of the total common shares issued by Rumo.

Santos, January 20, 2016

Jose Cezário Menezes de Barros Sobrinho
Vice-President of Finance and Investor Relations Officer

For additional information, please enter into contact with the Company's Investor Relations area:

Phone: +55 (11) 3897-9797 / (41) 2141-7459

Email: ir@rumoall.com

Guilherme Machado – IR Manager

Luiz Sperotto – IR

Fernanda Rosa – IR



New York, January 19, 2016

Nova York, 19 de janeiro de 2016

**RUMO LOGISTICA OPERADORA
MULTIMODAL S.A.**

Attn.: José Cezário Menezes de Barros
Sobrinho

Investors Relationship Officer

Av. Presidente Juscelino Kubitschek, 1327,
4th floor, Vila Nova Conceição,
04543-011, São Paulo, SP

**RUMO LOGISTICA OPERADORA
MULTIMODAL S.A.**

Att.: José Cezário Menezes de Barros
Sobrinho

Diretor de Relações com Investidores

Av. Presidente Juscelino Kubitschek, 1327,
4^o andar, Vila Nova Conceição,
04543-011, São Paulo, SP

**Ref: Increase of significant ownership
interest in RUMO LOGISTICA
OPERADORA MULTIMODAL S.A.**

**Ref.: Aumento de Participação
acionária relevante na RUMO LOGISTICA
OPERADORA MULTIMODAL S.A.**

Dear Sirs,

Prezados Senhores,

1. Pursuant to Article 12 of the CVM Instruction No. 358, dated January 3, 2002, as amended by CVM Instruction No. 568, dated September 17, 2015, **EMINENCE CAPITAL, LP**, a limited partnership duly formed under the laws of the State of Delaware, United States of America, with its principal place of business at 65 East 55th Street, 25th Floor, New York, NY 10022, United States of America ("**Eminence**"), hereby informs you that, acting on behalf of its investment advisory clients, it has acquired, through certain transactions on stock exchanges, certain common shares issued by RUMO LOGISTICA OPERADORA MULTIMODAL S.A. ("**Company**"), thus holding, currently, thirty one million, nine hundred and ninety seven thousand, one hundred and seventy six (31,997,176) common shares, representing **10.70%** of all common shares issued by the Company.

1. Em cumprimento ao que estabelece o artigo 12 da Instrução CVM nº 358, de 3.1.2002, conforme alterada, **EMINENCE CAPITAL, LP**, uma sociedade constituída de acordo com as leis do Estado de Delaware, dos Estados Unidos da América, com sede em 65 East 55th Street, 25^o andar, Nova York, NY 10022, Estados Unidos da América ("**Eminence**"), vem à presença de V.Sas. informar que, atuando em nome de seus clientes de consultoria de investimentos, adquiriu, em operações realizadas em bolsa de valores, certas ações ordinárias de emissão da RUMO LOGISTICA OPERADORA MULTIMODAL S.A. ("**Companhia**"), detendo atualmente, portanto, 31.997.176 (trinta e um milhões, novecentas e noventa e sete mil, cento e setenta e seis) ações ordinárias, representando **10,70%** de todas as ações ordinárias emitidas pela Companhia.

2. Furthermore, Eminence informs that, on behalf of its investment advisory clients, it also holds:

2. Adicionalmente, a Eminence informa que, em nome de seu clientes de consultoria de investimentos, também detém:

(i) certain cash-settled derivative instruments referencing the Company's

(i) certos instrumentos derivativos de liquidação financeira referenciando as ações

common shares, which give its investment advisory clients economic exposure to three million, eight hundred and sixty nine thousand, two hundred (3,869,200) common shares, representing **1.29%** of all common shares issued by the Company; and

(ii) certain subscription rights which, if exercised, would correspond to nine million, one hundred and twenty five thousand, three hundred and forty two (9,125,342) common shares of the Company, but which occurrence depends on certain conditions precedent.

3. Eminence also informs you that it holds proxy voting rights on behalf of certain investment advisory clients, in connection with the discretionary management powers.

4. This is a minority investment that does not involve a change in the composition of corporate control or a change in the management structure of the Company. Currently, Eminence and its affiliates do not intend to purchase any additional shares of the Company for its clients' accounts with the intent to acquire control or to change the management structure of the Company. Neither Eminence nor its affiliates hold any interest in the Company for their own accounts.

5. Eminence's legal representative in Brazil, for purposes of Article 119 of Law 6,404, of December 15, 1976, as amended, is Itaú Unibanco S.A., enrolled with the Brazilian General Taxpayers' List under CNPJ/MF No. 60.701.190/0001-04.

Please do not hesitate to contact us should you need any further clarifications. For any matters relating to this letter, please contact our attorneys in Brazil, Mr. Fernando J. Prado Ferreira (telephone: (55 11) 3247-8583; e-

ordinárias de emissão da Companhia, as quais dão ao seus clientes de consultoria de investimentos exposição econômica a 3.869.200 (três milhões, oitocentas e sessenta e nove mil e duzentas) ações ordinárias, representando **1,29%** de todas as ações ordinárias emitidas pela Companhia; e

(ii) certos direitos de subscrição, os quais, se exercidos, corresponderiam a 9.125.342 (nove milhões, cento e vinte e cinco mil, trezentas e quarenta e duas) ações ordinárias da Companhia, mas cuja ocorrência dependerá de certas condições precedentes.

3. A Eminence também informa que possui poderes de voto em nome de certos clientes, atinentes aos poderes de gestão discricionária.

4. Trata-se de um investimento minoritário que não altera a composição do controle ou a estrutura administrativa da Companhia. Atualmente, a Eminence e suas afiliadas não pretendem adquirir, em nome de seus clientes, quaisquer ações adicionais de emissão da Companhia com a intenção de adquirir o controle ou alterar a estrutura administrativa da Companhia. Nem a Eminence nem qualquer de suas afiliadas detém valores mobiliários de emissão da Companhia para suas contas próprias.

5. O representante legal da Eminence no Brasil, para fins do artigo 119 da Lei 6.404, de 15.12.1976, conforme alterada, é o Itaú Unibanco S.A., inscrito no CNPJ/MF sob o nº 60.701.190/0001-04.

Permanecemos à disposição de V.Sas. para quaisquer esclarecimentos que se façam necessários, e solicitamos que os contatos de V.Sas. com relação à presente correspondência, sejam feitos por meio de


mail: fpradoferreira@pn.com.br or Mr. José Paulo P. Duarte (telephone: (55 11) 3247-6062; e-mail: jduarte@pn.com.br).

nossos advogados no Brasil, Sr. Fernando J. Prado Ferreira (telefone: (55 11) 3247-8583; e-mail: fpradoferreira@pn.com.br) ou Sr. José Paulo P. Duarte (telefone: (55 11) 3247-6062; e-mail: jduarte@pn.com.br).

Very truly yours,

Atenciosamente,

Eminence Capital, LP



Paul F. Kenny
General Counsel