

Cosan Ltd.
Form 6-K
August 23, 2007

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of August, 2007

Commission File Number: 333-144010

COSAN LIMITED
(Translation of registrant's name into English)

Av. Juscelino Kubitschek, 1726 – 8th floor
São Paulo, SP 04543-000 Brazil
(Address of principal executive offices)

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

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

COSAN LIMITED

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Item

1. Declaration of Acquisition of Material Share Interest dated August 23, 2007, regarding the acquisition of class A common shares in the form of Brazilian Depositary Receipts representing 5.66% of the Company's class A common shares.
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DECLARATION OF ACQUISITION OF MATERIAL SHARE INTEREST

São Paulo, Brazil, August 23, 2007 — Pursuant to article 12, instruction 358 dated January 3, 2002 of the Brazilian Securities and Exchange Commission (CVM), Capital Research and Management Company, a company organized and existing under the laws of the United States of America, with principal offices at 333, South Hope Street, Los Angeles, California 90071, USA (“CRMC”), in its capacity as a foreign investor, informs that it has acquired on behalf of its clients, Brazilian Depositary Receipts (“BDRs”), each representing one class A common share (“Share ON Class A”) issued by Cosan Limited, a company organized and existing under the laws of Bermuda, enrolled with the Corporate Taxpayers Roll (CNPJ/MF) under No. 08.887.330/0001-52 (the “Company”), and will have under management an aggregate of 5,662,300 class A common shares of the Company, corresponding to 5.66% of the total class A common shares of the Company. No other company of the CRMC group holds any equity interest in the Company.

This is a minority investment and does not change the control or management structure of the Company. Currently, CRMC is not aiming for a specific number of the Company's shares. Neither CRMC nor any affiliate holds, directly or indirectly, any debentures convertible into shares or is a party to any agreement or contract regulating the exercise of voting rights or the purchase or sale of shares issued by the Company.

São Paulo, August 23, 2007

Paulo Diniz
Chief Financial Officer
and Investors Relations Officer

SIGNATURES

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.

COSAN LIMITED

Date: August 23,
2007

By: /s/ Paulo Sérgio de Oliveira Diniz

Name: Paulo Sérgio de
Oliveira Diniz

Title: Chief Financial Officer
and Investors Relations
Officer
