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

SCHEDULE 14D-9

(Rule 14d-101)

Solicitation/Recommendation Statement Under
Section 14(d)(4) of the Securities Exchange Act of 1934

BANCO ITAÚ CHILE

(Name of Subject Company)

BANCO ITAÚ CHILE

(Name of Person Filing Statement)

Common Stock, no par value per share
and

American Depositary Shares, Each Representing One-Third of One Share of Common Stock
(Titles of Classes of Securities)

American Depositary Shares (45033E105)
(CUSIP Number of Class of Securities)

Cristián Toro Cañas

Banco Itaú Chile

Presidente Riesco 5537

Las Condes

Santiago, Chile

(562) 2660-1751

(Name, address and telephone number of person authorized to receive notices
and communications on behalf of the persons filing statement)

With a Copy to:

Manuel A. Orillac

Shearman & Sterling LLP

599 Lexington Avenue

New York, NY 10022

(212) 848-4000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

The pre-commencement communication filed under cover of this Schedule 14D-9 is being filed by Banco Itaú Chile (the “Company”) in relation to the announcement to the market (the “**Announcement to the Market**”), dated on May 29, 2023, by Itaú Unibanco Holding S.A., a company organized under the laws of the Federative Republic of Brazil (“IUH”), regarding the intention of IUH and/or its affiliates to initiate the process to commence a voluntary tender offer to purchase all of the issued and outstanding common shares, no par value per share (collectively, the “**Common Shares**”), of the Company, including Common Shares represented by American Depositary Shares (each of which represents one-third of one Common Share) (collectively, the “**ADSs**”), other than any Common Shares (including any ADSs) owned directly or indirectly by IUH and/or its affiliates.

This filing relates solely to preliminary communications made before the commencement of the tender offer described above, which description is qualified in its entirety by reference to the Announcement to the Market, a copy of which is attached hereto as Exhibit (a)(5) and is incorporated herein by reference.

Important Additional Information

The tender offer described herein has not yet commenced. This filing is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell any Common Shares (including any ADSs) or other securities. If and at the time the tender offer is commenced, IUH and/or its affiliates intend to file with the U.S. Securities and Exchange Commission (the “SEC”) a Tender Offer Statement on Schedule TO containing an offer to purchase, a form of letter of transmittal and other documents relating to the tender offer, and no later than 10 business days from the date of commencement of the tender offer, the Company will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE TENDER OFFER STATEMENT, OFFER TO PURCHASE, SOLICITATION/RECOMMENDATION STATEMENT AND ALL OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC REGARDING THE PROPOSED TENDER OFFER CAREFULLY BEFORE MAKING A DECISION CONCERNING THE TENDER OFFER AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TENDER OFFER.

Such documents, and other documents filed by the Company, IUH and/or its affiliates, may be obtained without charge after they have been filed at the SEC’s website at www.sec.gov. The offer to purchase and related materials may also be obtained (when available) for free by contacting the information agent for the tender offer.

Cautionary Statements Regarding Forward-Looking Statements

This filing may contain certain forward-looking statements regarding future events, conditions, circumstances or the future financial performance of the Company following completion of the transaction mentioned herein. Often, but not always, forward-looking statements can be identified by the use of words such as “plans,” “expects,” “expected,” “scheduled,” “estimates,” “intends,” “anticipates” or “believes,” or variations of such words and phrases or state that certain actions, events, conditions, circumstances or results “may,” “could,” “would,” “might” or “will” be taken, occur or be achieved. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Many risks, uncertainties and other factors, which are often times beyond the Company’s control, could cause actual results to differ materially from these forward-looking statements, including, in addition to factors previously disclosed in the Company’s reports filed with the SEC and those identified elsewhere in this filing, risks relating the timing for the commencement of the tender offer, the completion of the proposed tender offer on anticipated terms and timing, including satisfaction of all conditions to the tender offer. The Company cannot give any assurance that such forward-looking statements will prove to have been correct. The reader is cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this filing. The Company disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, conditions, circumstances or otherwise, except as required by applicable law. Nothing contained herein shall be deemed to be a forecast, projection or estimate of the future financial performance of the Company, IUH or any of their respective affiliates, following completion of the proposed transaction. Please consult any further disclosures the Company, IUH and/or its affiliates make on related subjects in reports to the SEC.

Item 9. Exhibits.

[\(a\)\(5\) Announcement to the Market, dated May 29, 2023.](#)

ITAÚ UNIBANCO HOLDING S.A.

CNPJ 60.872.504/0001-23

A Publicly-Held Company

NIRE 35300010230

ANNOUNCEMENT TO THE MARKET

Itaú Unibanco Holding S.A ("Itaú Unibanco" or "Company") informs its stockholders and the general market that, in line with the Material Fact disclosed on March 2, 2023 that Company received on May 26, 2023 the last pending regulatory authorization to increase its shareholding in Banco Itaú Chile ("Itaú Chile" - formerly named Itaú Corpbanca) and, therefore, will move forward with the proposed voluntary tender offer for the acquisition by Itaú Unibanco or its affiliates, of up to all of the outstanding shares issued by Itaú Chile ("Shares"), including those in the form of American Depositary Shares.

The tender offer is expected to commence on June 6, 2023, concurrently (i) in Chile, for all stockholders of Itaú Chile; and (ii) in the United States of America for all holders of ADSs and U.S. holders who hold Shares. In accordance with applicable Chilean law, Itaú Unibanco intends to publicly announce the tender offer in two Chilean national newspapers on June 05, 2023, one day before the commencement of the tender offer from which date it will be opened for tenders.

The purchase price per share pursuant to the tender offer will be CLP 8,500.00 (eight thousand five hundred Chilean pesos), which, in relation to the amount mentioned in the Material Fact disclosed on March 2, 2023, reflects essentially the adjustment due to (i) the payment of dividends by Itaú Chile on April 25, 2023, as approved at its General Shareholders Meeting of April 20, 2023, and disclosed to the market on the same day and (ii) the reverse Stock Split of Itaú Chile, which became effective as of May 26, 2023, in a 4,500:1 ratio, and, as a result, each lot of 4,500 shares were grouped into one single share. For information purposes, it is worth mentioning that the price per share pursuant to the tender offer is greater than the price per share that would be required in case of a mandatory tender offer in Chile.

We emphasize that the announcement to the market disclosed is exclusively for informational purposes about the completion of the necessary authorizations to move forward with the planned tender offer and to disclose the updates on the price and number of shares and does not constitute a tender offer for the acquisition of any securities.

São Paulo (SP), May 29, 2023.

RENATO LULIA JACOB

Group Head of Investor Relations and Market Intelligence

