

ANHEUSER-BUSCH COMPANIES, INC.
Form F-4/A
January 06, 2010
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As filed with the Securities and Exchange Commission on January 6, 2010

Registration No. 333-163464

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to

FORM F-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Anheuser-Busch InBev SA/NV

(Exact Name of Registrant as Specified in Its Charter)

Belgium	2082	Not Applicable
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number) Brouwerijplein 1, 3000 Leuven, Belgium	(IRS Employer Identification Number)
	(32) 16 27 61 11	

(Address and telephone number of Registrant's principal executive offices)

(FOR CO-REGISTRANTS, PLEASE SEE TABLE OF CO-REGISTRANTS ON THE FOLLOWING PAGE)

John Blood

Anheuser-Busch InBev Services, LLC

250 Park Avenue

New York, New York 10177

(212) 573-4366

(Name, address and telephone number of agent for service)

with a copy to:

George H. White

Sullivan & Cromwell LLP

1 New Fetter Lane

London EC4A 1AN

(44) 20 7959 8900

Approximate date of commencement of proposed sale to the public: As promptly as practicable after this Registration Statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Note	Proposed Maximum Aggregate Offering Price⁽¹⁾	Amount of Registration Fee
3.000% Notes due 2012	\$ 1,500,000,000	100%	\$ 1,500,000,000	\$ 83,700 ⁽⁴⁾
4.125% Notes due 2015	\$ 1,250,000,000	100%	\$ 1,250,000,000	\$ 69,750 ⁽⁴⁾
5.375% Notes due 2020	\$ 2,250,000,000	100%	\$ 2,250,000,000	125,550 ⁽⁴⁾
6.375% Notes due 2040	\$ 500,000,000	100%	\$ 500,000,000	27,900 ⁽⁴⁾

\$

Guarantees of 3.000% Notes due 2012 ⁽²⁾	N/A ⁽³⁾	(3)	(3)	(3)
Guarantees of 4.125% Notes due 2015 ⁽²⁾	N/A ⁽³⁾	(3)	(3)	(3)
Guarantees of 5.375% Notes due 2020 ⁽²⁾	N/A ⁽³⁾	(3)	(3)	(3)
Guarantees of 6.375% Notes due 2040 ⁽²⁾	N/A ⁽³⁾	(3)	(3)	(3)

(1) Estimated solely for the purpose of calculating the registration fee under Rule 457(f) of the Securities Act of 1933, as amended (the Securities Act).

(2) See inside facing page for additional registrant subsidiary co- issuers and guarantors.

(3) Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for the guarantees.

(4) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name as Specified in its Charter	State or Other Jurisdiction	Primary Standard Industrial Classification Number	I.R.S. Employer Identification Number	Address, Including Zip Code and Telephone Number, Including Area Code, of Principal Executive Offices
Anheuser-Busch InBev Worldwide Inc.*	Delaware, United States	2082	43-1162835	One Busch Place, St. Louis, Missouri 63118, U.S.A.
AmBrew S.A. .	Luxembourg	2082	N/A	Tel: +1 (314) 577-2000 5, Parc d Activit� Syrdall, L-5365 Munsbach, Luxembourg
Cobrew NV/SA	Belgium	2082	N/A	Tel: +352 26 15 96 Brouwerijplein 1, 3000 Leuven, Belgium
InBev Belgium NV/SA	Belgium	2082	N/A	Tel: +32 16 27 61 11 21, Boulevard Industriel, 1070 Brussels (Anderlecht), Belgium
AB InBev France S.A.S.	France	2082	N/A	Tel: +32 16 27 61 11 Immeuble le Crystal Zac Euralille Romarin, 38 Place Vauban, avenue de la R�publique, 59110, La Madeleine, France
InBev Nederland N.V. .	The Netherlands	2082	N/A	Tel: +33 3 20 48 30 30 Ceresstraat 1, 4811 CA Breda, The Netherlands.
Interbrew Central European Holding B.V.	The Netherlands	2082	N/A	Tel: +31 76 525 2424 Ceresstraat 1, 4811 CA Breda, The Netherlands
Interbrew International B.V.	The Netherlands	2082	N/A	Tel: +31 76 525 2398 Ceresstraat 1, 4811 CA Breda, The Netherlands
Nimbuspath Limited	United Kingdom	2082	N/A	Tel: +31 76 525 2398 Porter Tun House, 500 Capability Green, Luton, Bedfordshire, LU1 3LS, United Kingdom

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BrandBrew S.A. .	Luxembourg	2082	N/A	Tel: +44 (0) 1582 391 166 5 Parc d Activité Syrdall, L-5365 Munsbach, Luxembourg
Anheuser-Busch Companies, Inc.	Delaware, United States	2082	43-1162835	Tel: +352 26 15 96 One Busch Place, St. Louis, Missouri 63118, U.S.A. Tel: +1 (314) 577-2000

* Anheuser-Busch InBev Worldwide Inc. is the issuer of the new notes offered hereby. The other listed registrants are guarantors of the new notes.

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PROSPECTUS

Anheuser-Busch InBev Worldwide Inc.

Offer to Exchange up to

U.S.\$1,500,000,000 principal amount of 3.000% Notes due 2012, U.S.\$1,250,000,000 principal amount of 4.125% Notes due 2015, U.S.\$2,250,000,000 principal amount of 5.375% Notes due 2020 and U.S.\$500,000,000 principal amount of 6.375% Notes due 2040

all of which have been registered under the Securities Act of 1933 For Any and All Outstanding Unregistered

U.S.\$1,500,000,000 principal amount of 3.000% Notes due 2012, U.S.\$1,250,000,000 principal amount of 4.125% Notes due 2015, U.S.\$2,250,000,000 principal amount of 5.375% Notes due 2020 and U.S.\$500,000,000 principal amount of 6.375% Notes due 2040

We are conducting the exchange offers in order to provide you with an opportunity to exchange your unregistered notes for freely tradable notes that have been registered under the Securities Act.

The Exchange Offers

We will exchange all outstanding old notes that are validly tendered and not validly withdrawn for an equal principal amount of new notes that are freely tradable.

You may withdraw tenders of old notes at any time prior to the expiration date of the applicable exchange offer.

Each exchange offer for old notes expires at 5:00 p.m., New York City time, on 5 February 2010, unless extended.

The terms of the new notes to be issued in the exchange offers are substantially identical to the old notes, except that the new notes will be freely tradable. The new notes will have the same financial terms and covenants as the old notes, and are subject to the same business and financial risks.

All untendered old notes will continue to be subject to the restrictions on transfer set forth in the old notes and in the indenture. In general, the old notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offers, we do not currently anticipate that we will register the old notes under the Securities Act.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offers must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for the old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 90 days commencing on the day the relevant exchange offer is consummated (or such shorter period during which participating broker-dealers are required by law to deliver such prospectus), we will make available a prospectus meeting the requirements of the Securities Act for use by broker-dealers in connection with any such resale. See Plan of Distribution .

For a more detailed description of the new notes, see Description of the New Notes beginning on page 234.

See *Risk Factors* beginning on page 16 for a discussion of certain risks you should consider before participating in the exchange offers.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the new notes to be issued in the exchange offers or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

8 January 2010

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GENERAL INFORMATION

In this registration statement on Form F-4 (**Form F-4**) references to:

AB InBev , we , us and our are, as the context requires, to Anheuser-Busch InBev SA/NV or Anheuser-Busch InBev SA/NV and the group of companies owned and/or controlled by Anheuser-Busch InBev SA/NV (including Anheuser-Busch Companies, Inc., for all periods following the closing of the acquisition of Anheuser-Busch by InBev on 18 November 2008);

Parent Guarantor are to Anheuser-Busch InBev SA/NV

AB InBev Group are to Anheuser-Busch InBev SA/NV and the group of companies owned and/or controlled by Anheuser-Busch InBev SA/NV;

InBev or the InBev Group are to InBev SA/NV or InBev SA/NV and the group of companies owned and/or controlled by InBev SA/NV, as existing prior to the closing of the Anheuser-Busch acquisition;

Anheuser-Busch are to Anheuser-Busch Companies, Inc. and the group of companies owned and/or controlled by Anheuser-Busch Companies, Inc., as the context requires; and

AmBev are to Companhia de Bebidas das Américas AmBev, a Brazilian company listed on the New York Stock Exchange and on the São Paulo Stock Exchange.

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421.B OF THE NEW HAMPSHIRE REVISED STATUTES (RSA) WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE IMPLIES THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT ANY EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

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PRESENTATION OF FINANCIAL AND OTHER DATA

We have prepared our audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 and our unaudited condensed consolidated interim financial statements as of and for the six-month periods ended 30 June 2009 and 2008 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and in conformity with International Financial Reporting Standards as adopted by the European Union (**IFRS**). The financial information and related discussion and analysis contained in this item are presented in U.S. dollars except as otherwise specified. Unless otherwise specified the financial information analysis in this Form F-4 is based on our actual audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008.

The Anheuser-Busch acquisition closed on 18 November 2008, and our audited consolidated financial statements as of, and for the year ended, 31 December 2008, reflect the contribution of the Anheuser-Busch business only for the period between the closing of this acquisition on 18 November 2008 and 31 December 2008. As the impact of this acquisition on our actual 2008 results is limited compared to the impact it would have had if we had owned Anheuser-Busch for the entire fiscal year, we have prepared pro-forma income statement information for the year ended 31 December 2008, the **2008 full-year pro-forma financial information** , based on the assumption that the acquisition occurred on 1 January 2008. The 2008 full-year pro-forma financial information is unaudited. The 2008 full-year pro-forma financial information was prepared to illustrate the effects of including the results of operations of the Anheuser-Busch businesses for the period between 1 January 2008 to 17 November 2008 in our actual audited consolidated financial statements for the year ended 31 December 2008, and reflects various adjustments, as described in further detail in the 2008 full-year pro-forma financial information starting on page PF-1 of this Form F-4. Information included in the 2008 full-year pro-forma financial information was prepared on a basis consistent in all material respects with our accounting policies in accordance with IFRS.

The 2008 full-year pro-forma financial information is provided solely for illustrative purposes. The 2008 full-year pro-forma financial information describes a hypothetical situation, is based on assumptions and is inherently uncertain. For instance, the 2008 full-year pro-forma financial information includes certain purchase accounting adjustments, such as the estimated change in depreciation and amortisation expenses on acquired tangible and intangible assets. The 2008 full-year pro-forma financial information does not, however, include any anticipated cost savings or other effects of the planned integration of Anheuser-Busch. Accordingly, the 2008 full-year pro-forma financial information should not be used as an indicator of how our business, financial condition and results of operations would have developed had the structure upon which the 2008 full-year pro-forma financial information is based been in place from 1 January 2008. The 2008 full-year pro-forma financial information is also not intended to be an indicator of our financial condition or results of operations in the future. You should review the 2008 full-year pro-forma financial information together with our audited consolidated financial statements as of, and for the year ended, 31 December 2008. You should also separately review Anheuser-Busch's unaudited, consolidated financial statements for the nine months ended 30 September 2008 included in this Form F-4.

Prior to 1 January 2009, we used the euro as our financial statements presentation currency. Effective 1 January 2009, we changed the presentation currency of our consolidated financial statements from the euro to the U.S. dollar, reflecting the post-Anheuser-Busch acquisition profile of our revenue and cash flows, which are now primarily generated in U.S. dollars and U.S. dollar-linked currencies. We believe that this change provides greater alignment of our presentation currency with our most significant operating currency and underlying financial performance. For comparability purposes in this Form F-4, we have also restated our historical audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008 from the euro to the U.S. dollar. Unless otherwise specified, all financial information included in this Form F-4 has been stated in U.S. dollars.

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You should note that we have recently and may continue to dispose of certain of our assets or businesses, and expect to utilize the proceeds from any such disposals to repay indebtedness incurred to finance the Anheuser-Busch acquisition. Accordingly the financial information presented in this Form F-4 may not reflect the scope of our business as it will be conducted in the future.

For financial periods ending after the date of consummation of the Anheuser-Busch acquisition on 18 November 2008, InBev and its subsidiaries and Anheuser-Busch and its subsidiaries have been consolidated into a common group. Therefore, our actual consolidated financial statements after the date of consummation of the Anheuser-Busch acquisition differ materially from the actual historical financial statements of InBev prior to the consummation of the Anheuser-Busch acquisition and of Anheuser-Busch presented in this Form F-4.

All references in this Form F-4 to (i) **euro** or **EUR** are to the common currency of the European Union, (ii) **U.S. dollar** , **\$** , or **USD** are to the currency of the United States, (iii) **RMB** are to the currency of China, (iv) **CAD** are to the currency of Canada, (v) **real** or **reais** are to the currency of Brazil, (vi) **KRW** are to the currency of South Korea and (vii) **GBP** (pounds sterling) are to the currency of the United Kingdom.

Unless otherwise specified, volumes, as used in this Form F-4, include both beer and non-beer (primarily carbonated soft drinks) volumes. In addition, unless otherwise specified, our volumes include not only brands that we own or license, but also third-party brands that we brew or otherwise produce as a subcontractor, and third-party products that we sell through our distribution network, particularly in Western Europe. Our volume figures in this Form F-4 reflect 100% of the volumes of entities that we fully consolidate in our financial reporting and a proportionate share of the volumes of entities that we proportionately consolidate in our financial reporting, but do not include volumes of our associates or non-consolidated entities. Our pro rata share of volumes in Grupo Modelo, S.A.B. de C.V. (**Grupo Modelo**) and Tsingtao Brewery Co., Ltd. (**Tsingtao**) are not included in the reported volumes.

The historical volume information of Anheuser-Busch presented in the AF pages of this Form F-4 is presented in barrels. For informational purposes, we estimate that 1 barrel = 1.1734776 hectoliters.

Certain monetary amounts and other figures included in this Form F-4 have been subject to rounding adjustments. Accordingly, any discrepancies in any tables between the totals and the sums of amounts listed are due to rounding.

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PRESENTATION OF MARKET INFORMATION

Market information (including market share, market position and industry data for our operating activities and those of our subsidiaries or of companies acquired by us) or other statements presented in this Form F-4 regarding our position (or that of companies acquired by us) relative to our competitors largely reflect the best estimates of our management. These estimates are based upon information obtained from customers, trade or business organisations and associations, other contacts within the industries in which we operate and, in some cases, upon published statistical data or information from independent third parties. Except as otherwise stated, our market share data, as well as our management's assessment of our comparative competitive position, has been derived by comparing our sales figures for the relevant period to our management's estimates of our competitors' sales figures for such period, as well as upon published statistical data and information from independent third parties, and, in particular, the reports published and the information made available by, among others, the local brewers' associations and the national statistics bureaus in the various countries in which we sell our products. The principal sources generally used include Plato Logic Limited and AC Nielsen, as well as Beverage Marketing Corp. (for the United States), the Brewers Association of Canada (for Canada), AC Nielsen (for Brazil, Croatia, Guatemala, Hungary and Russia), CCR (for Peru and Ecuador), CIES (for Bolivia), CAVEFACE (for Venezuela), CAMERA de cerveza (for Argentina), Belgian Brewers (for Belgium), MREB (for Montenegro), the Korea Alcoholic Liquor Industry Association (for South Korea), the National Statistics Bureau (for China), the British Beer and Pub Association (for the United Kingdom), Deutscher Brauer-Bund (for Germany), Centraal Brouwerij Kantoor CBK (for the Netherlands), Brasseurs de France (for France), Associazione degli Industriali della Birra e del Malto (for Italy), Fédération des Brasseurs Luxembourgeois (for Luxembourg), the Czech Beer and Malt Association (for the Czech Republic), the MEMRB (for Romania), Union of Brewers in Bulgaria (UBB) (for Bulgaria), government statistics (for Cuba) and other local brewers' associations (including for the Dominican Republic, Paraguay, Chile, Uruguay, Ukraine and Serbia). You should not rely on the market share and other market information presented herein as precise measures of market share or of other actual conditions.

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AVAILABLE INFORMATION

You may read and copy any reports or other information that we file at the public reference rooms of the Securities and Exchange Commission (SEC) at 450 Fifth Street, N.W., Washington, D.C. 20549, and at the SEC's regional offices located at the Woolworth Building, 233 Broadway, New York, New York 10279 and Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Electronic filings made through the Electronic Data Gathering, Analysis and Retrieval System are also publicly available through the SEC's website on the Internet at www.sec.gov.

We also make available on our website, free of charge, our annual reports on Form 20-F and the text of our reports on Form 6-K, including any amendments to these reports, as well as certain other SEC filings, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Our website address is <http://www.ab-inbev.com>. The information contained on our website is not incorporated by reference in this document.

We will provide you, free of charge, with a copy of the Notes, the indenture and supplemental indentures governing the Notes and the related registration rights agreement. The indenture and the supplemental indentures governing the Notes and the related registration rights agreement are filed as Exhibits 4.1 through 4.7 to this Form F-4. You may also request these documents by contacting us at Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium.

We have filed our amended and restated articles of association and all other deeds that are to be published in the annexes to the Belgian State Gazette with the clerk's office of the Commercial Court of Brussels (Belgium), where they are available to the public. A copy of the articles of association dated 22 October 2009 has been filed as Exhibit 3.1 to this Form F-4, and is also available on our website under http://www.ab-inbev.com/go/corporate_governance/bylaws.cfm.

In accordance with Belgian law, we must prepare audited annual statutory and consolidated financial statements. The audited annual statutory and consolidated financial statements and the reports of our Board and statutory auditor relating thereto are filed with the Belgian National Bank, where they are available to the public. Furthermore, as a listed company, we publish an annual announcement preceding the publication of our annual financial report (which includes the audited annual financial statements, the report of our Board and the statutory auditor's report). In addition, we publish interim management statements. Copies of these documents are available on our website under:

http://www.ab-inbev.com/go/investors/reports_and_publications/statutory_accounts.cfm

http://www.ab-inbev.com/go/investors/reports_and_publications/annual_and_half_reports.cfm

http://www.ab-inbev.com/go/investors/reports_and_publications/quarterly_reports.cfm

We also disclose price sensitive information (inside information) and certain other information to the public. In accordance with the Belgian Royal Decree of 14 November 2007 on the obligations of issuers of financial instruments that are admitted to trading on a regulated market, such information and documentation is made available through our website, press releases and the communication channels of Euronext Brussels.

Our head office is located at Brouwerijplein 1, 3000 Leuven, Belgium. Our telephone number is +32 16 27 61 11 and our website is www.ab-inbev.com. The contents of such website do not form a part of this Form F-4. Although certain references are made to our website in this Form F-4, no information on our website forms part of this Form F-4.

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Documents related to us that are available to the public (reports, our Corporate Governance Charter, written communications, financial statements and our historical financial information for each of the three financial years preceding the publication of this Form F-4) can be consulted on our website (www.ab-inbev.com) and at: Anheuser-Busch InBev SA/NV, Brouwerijplein 1, 3000 Leuven, Belgium.

Unless stated otherwise in this Form F-4, none of these documents form part of this Form F-4.

JURISDICTION AND SERVICE OF PROCESS IN THE UNITED STATES AND ENFORCEMENT OF FOREIGN JUDGMENTS IN BELGIUM

We are a Belgian public limited liability company. Most of the members of our Board of Directors and Executive Board of Management and certain of the persons named herein are non-residents of the United States. A substantial portion of our assets and all or a substantial portion of the assets of such non-resident persons are located outside the United States. As a result, it may not be possible for investors to effect service of process upon such persons or us or to enforce against them or us a judgment obtained in U.S. courts. Original actions or actions for the enforcement of judgments of U.S. courts relating to the civil liability provisions of the federal or state securities laws of the United States are not directly enforceable in Belgium. The United States and Belgium do not currently have a multilateral or bilateral treaty providing for reciprocal recognition and enforcement of judgments, other than arbitral awards, in civil and commercial matters. In order for a final judgment for the payment of money rendered by U.S. courts based on civil liability to produce any effect on Belgian soil, it is accordingly required that this judgment be recognised or be declared enforceable by a Belgian court pursuant to the relevant provisions of the 2004 Belgian Code of Private International Law. Recognition or enforcement does not imply a review of the merits of the case and is irrespective of any reciprocity requirement. A U.S. judgment will, however, not be recognised or declared enforceable in Belgium if it infringes upon one or more of the grounds for refusal which are exhaustively listed in Article 25 of the 2004 Belgian Code of Private International Law. In addition to recognition or enforcement, a judgment by a federal or state court in the United States against us may also serve as evidence in a similar action in a Belgian court if it meets the conditions required for the authenticity of judgments according to the law of the state where it was rendered. In addition certain of the Subsidiary Guarantors (as defined herein) are organized outside the United States. Certain of their respective officers and directors reside outside the United States and all or a substantial portion of the assets of such Subsidiary Guarantors and of such officers and directors are located outside the United States. As a result, it may not be possible for investors to effect service of process outside such Subsidiary Guarantor's jurisdiction of organisation upon such Subsidiary Guarantor or such persons, or to enforce judgments against them obtained in U.S. courts, including any judgment predicated upon United States federal or state securities laws.

FORWARD-LOOKING STATEMENTS

There are statements in this Form F-4, such as statements that include the words or phrases *will likely result*, *are expected to*, *will continue*, *is anticipated*, *estimate*, *project*, *may* or similar expressions that are forward-looking statements. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those suggested by these statements due to, among others, the risks or uncertainties listed below. See also **Risk Factors** for further discussion of risks and uncertainties that could impact our business.

These forward-looking statements are not guarantees of future performance. Rather, they are based on current views and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside our control and are difficult to predict, that may cause actual results or developments to differ materially from any future results or developments expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include, among others:

Greater than expected costs (including taxes) and expenses, including in relation to the integration of acquisitions such as the Anheuser-Busch acquisition;

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The risk of unexpected consequences resulting from acquisitions, including the Anheuser-Busch acquisition;

Our expectations with respect to expansion, projected asset divestitures, premium growth, accretion to reported earnings, working capital improvements and investment income or cash flow projections;

Lower than expected revenue;

Greater than expected customer losses and business disruptions including, without limitation, difficulties in maintaining relationships with employees, following the Anheuser-Busch acquisition;

Limitations on our ability to contain costs and expenses;

Local, regional, national and international economic conditions, including the risks of a global recession or a recession in one or more of our key markets, and the impact they may have on us and our customers and our assessment of that impact;

The monetary and interest rate policies of central banks, in particular the European Central Bank, the Board of Governors of the U.S. Federal Reserve System, the Bank of England, and other G-7 central banks;

Continued availability of financing and our ability to achieve our targeted coverage and debt levels and terms;

Market risks, such as interest rate risk, foreign exchange rate risk, commodity risk, asset price risk, equity market risk, inflation or deflation;

Our ability to continue to introduce competitive new products and services on a timely, cost-effective basis;

The effects of competition and consolidation in the markets in which we operate, which may be influenced by regulation, deregulation or enforcement policies;

Changes in pricing environments and volatility in commodity prices;

Regional or general changes in asset valuations;

Tax consequences of restructuring and our ability to optimise our tax rate after the Anheuser-Busch acquisition;

Changes in consumer spending;

The outcome of pending and future litigation and governmental proceedings;

Changes in government policies;

Changes in applicable laws, regulations and taxes in jurisdictions in which we operate including the laws and regulations governing our operations, as well as actions or decisions of courts and regulators;

Natural and other disasters;

Any inability to economically hedge certain risks;

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Inadequate impairment provisions and loss reserves;

Technological changes; and

Our success in managing the risks involved in the foregoing.

The cost savings and synergies information related to the Anheuser-Busch acquisition set forth in Business Description Strengths and Strategy Strengths of this Form F-4 constitute forward-looking statements and may not be representative of the actual cost savings and synergies that will result from the Anheuser-Busch acquisition. Such information included in this Form F-4 reflects potential opportunities for savings and synergies identified by us based on estimates and assumptions that are inherently subject to significant uncertainties which are difficult to predict, and accordingly there can be no assurance that these cost savings and synergies will be realized. The statements relating to the synergies, cost savings and business growth opportunities we expect to continue to achieve following the Anheuser-Busch acquisition are based on assumptions. However, these expected synergies, cost savings and business growth opportunities may not be achieved. There can be no assurance that we will be able to continue to implement successfully the strategic and operational initiatives that are intended.

Our statements regarding market risks, including interest rate risk, foreign exchange rate risk, commodity risk, asset price risk, equity market risk, inflation and deflation, are subject to uncertainty. For example, certain market risk disclosures are dependent on choices about key model characteristics and assumptions and are subject to various limitations. By their nature, certain of the market risk disclosures are only estimates and, as a result, actual future gains and losses could differ materially from those that have been estimated.

We caution that the forward-looking statements in this Form F-4 are further qualified by the risk factors disclosed in Risk Factors that could cause actual results to differ materially from those in the forward-looking statements. Subject to our obligations under Belgian and U.S. law in relation to disclosure and ongoing information, we undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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PROSPECTUS SUMMARY

This summary highlights some information from this Form F-4 and it may not contain all of the information that is important to you. You should read the following summary together with the more detailed information regarding us and the new notes being offered in exchange for the old notes in the exchange offers included in this Form F-4.

BUSINESS OVERVIEW

Overview

We are the world's largest brewing company by volume, and one of the world's five largest consumer products companies by 2008 EBITDA, as defined, based on the 2008 full-year pro-forma financial information. As a consumer-centric, sales-driven company, we produce, market, distribute and sell a strong, balanced portfolio of nearly 300 beer brands. These include global flagship brands Budweiser, Stella Artois and Beck's; multi-country brands such as Leffe and Hoegaarden; and many local champions such as Bud Light, Skol, Brahma, Quilmes, Michelob, Harbin, Sedrin, Klinskoye, Sibirskaya Korona, Chernigivske and Jupiler. We also produce and distribute soft drinks, particularly in Latin America.

Our brewing heritage and quality are rooted in brewing traditions that originate from the Den Horen brewery in Leuven, Belgium, dating back to 1366, and those of Anheuser & Co brewery, established in 1860 in St. Louis, U.S.A. As at 31 December 2008, we employed approximately 120,000 people, with operations in over 30 countries across the world. Given the breadth of our operations, we are organised along seven business zones or segments: North America, Latin America North, Latin America South, Western Europe, Central & Eastern Europe, Asia Pacific and Global Export & Holding Companies. The first six correspond to specific geographic regions in which our operations are based. As a result, we have a global footprint with a balanced exposure to developed and developing markets and production facilities spread across our six geographic regions.

On 18 November 2008, InBev completed its acquisition of Anheuser-Busch, the largest brewer of beer and other malt beverages in the United States. Following completion of the Anheuser-Busch acquisition, the combined company has significant brewing operations within our North America business zone. On a pro-forma basis for the combined company, the North America business zone would have accounted for 33.8% of our consolidated volumes for the year ended 31 December 2008 as compared to 4.8% of our actual consolidated volumes for the year ended 31 December 2007. Through Anheuser-Busch, we own a number of subsidiaries that conduct various other business operations, including a major manufacturer of aluminum cans and one of the largest recyclers of aluminum cans in the United States by weight.

We also have significant exposure to fast-growing emerging markets in Latin America North (which on a pro-forma basis for the combined company would have accounted for 24.5% of our consolidated volumes in the year ended 31 December 2008), Central & Eastern Europe (which would have accounted for 11.0% on the same basis), Asia Pacific (which would have accounted for 13.4% on the same basis) and Latin America South (which would have accounted for 8.2% on the same basis).

Based on the 2008 pro-forma information for the combined company, our 2008 volumes (beer and non-beer) would have amounted to 416 million hectoliters and our revenue would have amounted to approximately USD 39.0 billion.

THE ISSUER AND THE SUBSIDIARY GUARANTORS

The issuer of the new notes, under the name of InBev Worldwide S.à.r.l, was incorporated on 9 July 2008 as a private limited liability company (*société à responsabilité limitée*) under the Luxembourg act dated 10 August 1915 on commercial companies, as amended. On 19 November 2008, the issuer was domesticated as a

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corporation in the State of Delaware in accordance with Section 388 of the Delaware General Corporation Law and, in connection with such domestication, changed its name to Anheuser-Busch InBev Worldwide Inc. The Issuer's registered office is located at 1209 Orange Street, Wilmington, Delaware 19801.

Each of InBev Belgium SA/NV, BrandBrew S.A., Cobrew NV/SA, InBev Nederland N.V., AB InBev France S.A.S., Interbrew International B.V., Interbrew Central European Holding B.V., Nimbuspath Limited, AmBrew S.A. and Anheuser-Busch Companies, Inc., which are direct or indirect subsidiaries of Anheuser-Busch InBev SA/NV, will, along with Anheuser-Busch InBev SA/NV, jointly and severally guarantee the new notes, on an unconditional, full and irrevocable basis, subject to certain limitations described in Description of the New Notes. In addition, such subsidiaries are guarantors of the Anheuser-Busch InBev Worldwide Inc.'s \$45,000,000,000 senior facilities agreement and Anheuser-Busch InBev Worldwide Inc.'s January Notes, May Notes and Euro MTN Notes, which are each described in Management's Discussion and Analysis of Financial Condition and Results of Operations, Liquidity and Capital Resources, Acquisition of Anheuser-Busch.

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THE EXCHANGE OFFERS

General

On 16 October 2009, Anheuser-Busch InBev Worldwide Inc. issued U.S.\$1,500,000,000 principal amount of 3.000% Notes due 2012, U.S.\$1,250,000,000 principal amount of 4.125% Notes due 2015, U.S.\$2,250,000,000 principal amount of 5.375% Notes due 2020 and U.S.\$500,000,000 principal amount of 6.375% Notes due 2040, which we refer to together as the **Old Notes**, in a private offering. At that time, Anheuser-Busch InBev SA/NV, Anheuser-Busch InBev Worldwide Inc. and certain subsidiary guarantors entered into a registration rights agreement, which we refer to as the **Registration Rights Agreement**, with the initial purchasers of the Old Notes, for the benefit of the holders of the Old Notes, under which we are required to use commercially reasonable efforts to complete an offer to exchange the Old Notes for new issues of substantially identical series of notes registered under the Securities Act of 1933, or have one or more shelf registration statements in respect of the Old Notes declared effective, prior to 13 July 2010. We are making the exchange offers (as defined below) to satisfy our obligations under the Registration Rights Agreement.

The Exchange Offers

We are offering U.S.\$1,500,000,000 principal amount of 3.000% Notes due 2012 registered under the Securities Act of 1933, as amended (**Securities Act**), for any and all U.S.\$1,500,000,000 principal amount of 3.000% Notes due 2012 issued on 16 October 2009.

We are offering U.S.\$1,250,000,000 principal amount of 4.125% Notes due 2015 registered under the Securities Act for any and all U.S.\$1,250,000,000 principal amount of 4.125% Notes due 2015 issued on 16 October 2009.

We are offering U.S.\$2,250,000,000 principal amount of 5.375% Notes due 2020 registered under the Securities Act for any and all U.S.\$2,250,000,000 principal amount of 5.375% Notes due 2020 issued on 16 October 2009.

We are offering U.S.\$500,000,000 principal amount of 6.375% Notes due 2040 registered under the Securities Act for any and all U.S.\$500,000,000 principal amount of 6.375% Notes due 2040 issued on 16 October 2009.

We refer to each of the above offers as an **Exchange Offer** and to them collectively as the **Exchange Offers**. Additionally, we refer to the four series of notes described above that are being offered in exchange for the Old Notes pursuant of the Exchange Offers as the **New Notes**. In this prospectus we sometimes refer to the New Notes and the Old Notes together as the **notes**.

In order to exchange an Old Note, you must follow the required procedures and we must accept the Old Note for exchange. We will

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exchange all Old Notes validly offered for exchange, or tendered, and not validly withdrawn.

Expiration Date

Each Exchange Offer expires at 5:00 p.m., New York City time, on 5 February 2010, unless we extend such date or time for an Exchange Offer, which we refer to as the expiration date. We may extend one or more of the expiration dates for any reason. We will complete the Exchange Offers and issue the New Notes promptly after the applicable expiration date.

Resale of New Notes

Based on interpretive letters of the Securities and Exchange Commission, or SEC, staff to third parties, we believe that you may offer for resale, resell and otherwise transfer New Notes issued pursuant to the Exchange Offers without compliance with the registration and prospectus delivery provisions of the Securities Act, if you:

are not a broker-dealer that acquired the Old Notes from us or in market-making transactions or other trading activities;

acquire the New Notes issued in the Exchange Offers in the ordinary course of your business;

are not participating, and do not intend to participate, and have no arrangement or understanding with any person to participate in, the distribution of the New Notes issued in the Exchange Offers; and

are not an affiliate of ours, as defined in Rule 405 under the Securities Act.

By tendering Old Notes as described in The Exchange Offers Procedures for Tendering, you will be making representations to this effect. If you fail to satisfy any of these conditions, you cannot rely on the position of the SEC set forth in the interpretive letters referred to above and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a resale of the New Notes.

If you are a broker-dealer that acquired Old Notes as a result of market-making or other trading activities, you must comply with the prospectus delivery requirements of the Securities Act in connection with a resale of the New Notes as described in this summary under Restrictions on Sale by Broker-Dealers below.

We base our belief on interpretations by the SEC staff in interpretive letters issued to other issuers in exchange offers like ours. We cannot guarantee that the SEC would make a similar decision about our Exchange Offers. If our belief is wrong, you could incur liability under the Securities Act. We will not protect you against any loss incurred as a result of this liability under the Securities Act.

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Restrictions on Sale by Broker-Dealers

If you are a broker-dealer that has received New Notes for your own account in exchange for Old Notes that were acquired as a result of market-making or other trading activities, you must acknowledge that you will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of New Notes. For a period of 90 days commencing on the day the relevant Exchange Offer is consummated (or such shorter period during which participating broker-dealers are required by law to deliver such prospectus) we will make available a prospectus meeting the requirements of the Securities Act for use by broker-dealers in connection with any such resale.

Consequences If You Do Not Exchange Your Old Notes

If you are eligible to participate in the Exchange Offers and you do not tender your Old Notes, you will not have any further registration or exchange rights and your Old Notes will continue to be subject to transfer restrictions. These transfer restrictions and the availability of New Notes could adversely affect the trading market for your Old Notes. The Old Notes and the New Notes will not be fungible.

Procedures for Tendering Old Notes

If you wish to accept one or more of the Exchange Offers, the following must be delivered to the exchange agent identified below:

your Old Notes by timely confirmation of book-entry transfer through The Depository Trust Company, or **DTC** ;

an agent's message from DTC, stating that the tendering participant agrees to be bound by the letter of transmittal and the terms of the relevant Exchange Offers as described in **The Exchange Offers Terms of the Exchange Offers** ; and

all other documents required by the letter of transmittal.

These actions must be completed before the expiration of the relevant Exchange Offers.

You must comply with DTC's standard procedures for electronic tenders, by which you will agree to be bound by the letter of transmittal.

Withdrawal Rights

You may withdraw your tender of Old Notes any time prior to the relevant expiration date.

Tax Consequences

The exchange of Old Notes for New Notes pursuant to the Exchange Offers generally should not be a taxable event for U.S. federal income tax purposes. See **Material United States Federal Income Tax Considerations** .

Use of Proceeds

We will not receive any cash proceeds from the exchange or the issuance of New Notes in connection with the Exchange Offers. Old Notes that are validly tendered and exchanged will be retired and canceled. We will pay all expenses incident to the Exchange Offers.

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We used all of the net proceeds from the sale of the Old Notes to repay outstanding amounts under our senior facilities agreement, with USD 4.107 billion applied to the Facility C loan and USD 1.348 billion applied to the Facility A loan. As a result, all amounts due under the Facility A loan have now been repaid. The Facility C loan, the Facility A loan and the senior facilities agreement are described in [Business Description](#) [Material Contracts](#) [Financing the Anheuser-Busch Acquisition](#) [Senior Facilities Agreement](#) . No portion of the proceeds from the sale of the Old Notes was on-lent to any member of the AB InBev Group.

Exchange Agent

The Bank of New York Mellon Trust Company, N.A. is serving as exchange agent in connection with the Exchange Offers. The address and telephone number of the exchange agent are set forth under [The Exchange Offers](#) [Exchange Agent](#) . The Bank of New York Mellon Trust Company, N.A. is also the trustee under the indenture, as supplemented, governing both the New Notes and the Old Notes.

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THE NEW NOTES

A summary of the terms of the New Notes, which have the same financial terms and covenants as the Old Notes, follows. This summary contains basic information about the New Notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete description of the New Notes, please refer to Description of the New Notes .

Issuer Anheuser-Busch InBev Worldwide Inc., a Delaware corporation, which we refer to as the **Issuer** .

Parent Guarantor Anheuser-Busch InBev SA/NV, a Belgium public limited liability company, which we refer to as the **Parent Guarantor** .

Subsidiary Guarantors Each of the following companies, which are direct or indirect subsidiaries of the Parent Guarantor and are referred to together as the **Subsidiary Guarantors** , will, along with the Parent Guarantor, jointly and severally guarantee the New Notes on an unconditional, full and irrevocable basis, subject to certain limitations described in Description of the New Notes : InBev Belgium SA/NV, BrandBrew S.A., Cobrew NV/SA, InBev Nederland N.V., AB InBev France S.A.S., Interbrew International B.V., Interbrew Central European Holding B.V., Nimbuspath Limited, AmBrew S.A. and Anheuser-Busch Companies, Inc. We refer to the Subsidiary Guarantors and the Parent Guarantor together as the **Guarantors** .

New Notes Offered \$1,500,000,000 aggregate principal amount of 3.000% senior notes due 2012, which we refer to as the **2012 Notes** .

\$1,250,000,000 aggregate principal amount of 4.125% senior notes due 2015, which we refer to as the **2015 Notes** .

\$2,250,000,000 aggregate principal amount of 5.375% senior notes due 2020, which we refer to as the **2020 Notes** .

\$500,000,000 aggregate principal amount of 6.375% senior notes due 2040, which we refer to as the **2040 Notes** .

The New Notes will mature on 15 October 2012, 15 January 2015, 15 January 2020 and 15 January 2040, respectively, and are redeemable prior to maturity as described in Description of the New Notes Optional Redemption and Description of the New Notes Optional Tax Redemption .

Ranking of the Notes The New Notes will be senior unsecured obligations of the Issuer and will rank equally with all other existing and future unsecured and unsubordinated debt obligations of the Issuer.

Ranking of the Guarantees Subject to certain limitations described herein, each New Note will be jointly and severally guaranteed by each of the Guarantors, on an unconditional, full and irrevocable basis. We refer to each of such guarantees as a **Guarantee** and to such guarantees collectively as the **Guarantees** . The Guarantees will be the direct, unconditional,

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unsecured and unsubordinated general obligations of the Guarantors. The Guarantees will rank *pari passu* among themselves, without any preference of one over the other by reason of priority of date of issue or otherwise, and at least equally with all other unsecured and unsubordinated general obligations of the Guarantors from time to time outstanding. Each of the Guarantors other than the Parent Guarantor shall be entitled to terminate its Guarantee in certain circumstances as further described under Description of the New Notes Guarantees .

Minimum Denomination

The New Notes will be issued in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Interest

The 2012 Notes will bear interest at the rate per annum of 3.000%, the 2015 Notes will bear interest at the rate per annum of 4.125%, the 2020 Notes will bear interest at the rate per annum of 5.375% and the 2040 Notes will bear interest at the rate per annum of 6.375%, in each case from 16 October 2009. Interest on the 2012 Notes will be payable semi-annually in arrears on 15 April and 15 October of each year, and interest on the 2015 Notes, 2020 Notes and 2040 Notes will be payable semi-annually in arrears on 15 January and 15 July of each year, commencing on 15 April 2010, with respect to the 2012 Notes, and 15 July 2010, with respect to the 2015 Notes, 2020 Notes and 2040 Notes (or, if any such date is not a business day, on the next succeeding business day) until the principal of the New Notes is paid or duly made available for payment. Interest on the New Notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months. Interest on the New Notes will be paid to the persons in whose names the New Notes (or one or more predecessor notes) are registered at the close of business on 1 April and 1 October, with respect to the 2012 Notes, and 1 January and 1 July, with respect to the 2015 Notes, 2020 Notes and 2040 Notes, as the case may be, immediately preceding the applicable interest payment date, whether or not such date is a business day.

Business Day

The term **business day** means any day other than a day on which commercial banks or foreign exchange markets are permitted or required to be closed in New York City, London or Brussels. If the date of maturity of interest on or principal of the New Notes or the date fixed for redemption of any New Note is not a business day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding business day with the same force and effect as if made on the date of maturity or the date fixed for redemption, and no interest shall accrue as a result of the delayed payment.

Additional Amounts

To the extent any Guarantor is required to make payments in respect of the New Notes, such Guarantor will make all payments in respect of the New Notes without withholding or deduction for or on account of any present or future taxes or duties of whatever nature imposed or levied by way of withholding or deduction at source by or on behalf of any jurisdiction in which such Guarantor is incorporated, organised, or otherwise tax resident or any political subdivision or

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any authority thereof or therein having power to tax, which we refer to as the **relevant taxing jurisdiction**, unless such withholding or deduction is required by law, in which event, such Guarantor will pay to the holders such additional amounts, which we refer to as the **additional amounts**, as shall be necessary in order that the net amounts received by the holders, after such withholding or deduction, shall equal the respective amounts of principal and interest which would otherwise have been receivable in the absence of such withholding or deduction; except that no such additional amounts shall be payable on account of any taxes or duties in the circumstances described in the prospectus under Description of the New Notes Additional Amounts .

References to principal or interest in respect of the New Notes include any additional amounts, which may be payable as set forth in the indenture governing the New Notes (the **Indenture**).

The covenant regarding additional amounts will not apply to any Guarantor at any time when such Guarantor is incorporated in a jurisdiction in the United States, but shall apply to the Issuer at any time that the Issuer is incorporated in any jurisdiction outside the United States.

Optional Redemption

Each series of New Notes may be redeemed at any time, at the Issuer's option, as a whole or in part, upon not less than 30 nor more than 60 days' prior notice, at a redemption price equal to the greater of:

100% of the aggregate principal amount of the New Notes to be redeemed; and

as determined by the independent investment banker (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest on the New Notes to be redeemed (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate described herein plus 25 basis points in the case of the 2012 Notes, 30 basis points in the case of the 2015 Notes and 35 basis points in the case of each of the 2020 Notes and the 2040 Notes;

plus, in each case described above, accrued and unpaid interest on the principal amount being redeemed to (but excluding) the redemption date.

Optional Tax Redemption

Each series of New Notes may be redeemed at any time, at the Issuer's or the Parent Guarantor's option, as a whole, but not in part, upon not less than 30 nor more than 60 days' prior notice, at a redemption price equal to 100% of the principal amount of the New Notes of such series then outstanding plus accrued and unpaid interest on the principal amount being redeemed (and all additional amounts, if any) to (but excluding) the redemption date, if (i) as a result of any

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change in, or amendment to, the laws, treaties, regulations or rulings of a relevant taxing jurisdiction or in the interpretation, application or administration of any such laws, treaties, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction) which becomes effective on or after the issue date (any such change or amendment, a **change in tax law**), the Issuer (or, if a payment were then due under a Guarantee, the relevant Guarantor) would be required to pay additional amounts and (ii) such obligation cannot be avoided by the Issuer (or the relevant Guarantor) taking reasonable measures available to it, *provided, however*, that any series of New Notes may not be redeemed to the extent such additional amounts arise solely as a result of the Issuer assigning its obligations under such New Notes to a Substitute Issuer (as defined in Description of the New Notes), unless this assignment to a Substitute Issuer is undertaken as part of a plan of merger by the Parent Guarantor.

No notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer or the Guarantor would be obligated to pay the additional amounts if a payment in respect of such series of New Notes were then due.

Holders Option to Require Repayment upon a Change in Control

As is described in detail below under Description of the New Notes Holders Option to Require Repayment upon a Change in Control , in the event that (a) a Change of Control occurs, and (b) within the Change of Control Period, a Ratings Downgrade in respect of that Change of Control occurs, which we refer to together as an early redemption event , (i) the Issuer will (A) within 30 days after becoming aware of the early redemption event, provide written notice thereof to the holders, and (B) determine and provide written notice of the effective date for the purposes of early repayment, which we refer to as the **effective date** and which must be a business day not less than 60 and not more than 90 days after the giving of the notice regarding the early redemption event pursuant to subparagraph (i)(A); and (ii) any holder may, by submitting a redemption notice, demand from the Issuer repayment as of the effective date of any (in integral multiples of \$1,000) or all of its New Notes which have not otherwise been declared due for early redemption, at a repurchase price in cash of 101% of their principal amount plus interest accrued until (but excluding) the effective date (and all additional amounts, if any).

The above provisions on holders option to require repayment upon a Change in Control will not be effective unless and until they are approved by a resolution of the general meeting of shareholders of the Parent Guarantor.

The terms Change of Control , Change of Control Period and Ratings Downgrade are defined in Description of the New Notes Holders Option to Require Repayment upon a Change of Control .

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Interest Rate Adjustment Based on Rating Events As further described below under Description of the New Notes Interest Rate Adjustment Based on Rating Events , the interest rate payable on a series of New Notes will be subject to adjustment from time to time if any of three rating agencies downgrades (or subsequently upgrades) its rating assigned to that series of New Notes below an investment grade rating, based on the lowest two ratings assigned. The interest rate on a series of New Notes will be increased by 25 basis points for every one notch downgrade below an investment grade rating subject to a cap of 200 basis points. Similarly, if at any time the interest rate on a series of New Notes has been increased as a result of a ratings downgrade by a rating agency, and such rating agency subsequently increases its rating of that series of New Notes, the interest rate on that series of New Notes will be decreased by 25 basis points for every one notch upgrade until it reverts to the interest rate payable on that series of New Notes at the date of their issuance. If any of the rating agencies subsequently increases its rating of a series of New Notes to better than BB+/Ba1 or its equivalent, the adjustment from the original interest rate attributable to that rating agency shall no longer apply, and unless one or more other rating agencies rates that series of Notes BB+/Ba1 or lower, the interest rate shall revert to the interest rate payable on that series of New Notes at the date of their issuance.

In addition, if at any time during the term of the New Notes, any series of the Notes is rated A-/A3 or above by any two of the specified rating agencies, the interest rate adjustment provision will cease to apply to such series and the effective interest rate on such series of New Notes at original issuance will remain in effect until the maturity or redemption of that series of New Notes.

Book-Entry Form

The New Notes will initially be issued to investors in book-entry form only. Fully-registered global notes representing the total aggregate principal amount of the New Notes will be issued and registered in the name of a nominee for DTC, the securities depository for the New Notes, for credit to accounts of direct or indirect participants in DTC, including Euroclear and Clearstream. Unless and until New Notes in definitive certificated form are issued, the only holder will be Cede & Co., as nominee of DTC, or the nominee of a successor depository. Except as described in this prospectus, a beneficial owner of any interest in a global note will not be entitled to receive physical delivery of definitive New Notes. Accordingly, each beneficial owner of any interest in a global note must rely on the procedures of DTC, Euroclear, Clearstream, or their participants, as applicable, to exercise any rights under the New Notes.

Governing Law

The New Notes, the Guarantees and the Indenture related thereto, will be governed by, and construed in accordance with, the laws of the State of New York.

Listing and Trading

The New Notes will not be listed on any securities exchange.

Trustee, Principal Paying Agent, Transfer Agent and Registrar

The Trustee, principal paying agent, transfer agent and registrar is The Bank of New York Mellon Trust Company, N.A.

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The summary historical financial information presented below as of 31 December 2008 and 2007, and for the three years ended 31 December 2008, has been derived from our audited consolidated financial statements, which were prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and in conformity with International Financial Reporting Standards as adopted by the European Union, which we refer to as **IFRS**. The summary historical financial information presented below as of and for the six-month periods ended 30 June 2009 and 2008 has been derived from our unaudited IFRS condensed consolidated interim financial statements. The interim data include all adjustments, consisting of normally recurring adjustments, necessary for a fair statement of the results for the interim period.

The summary historical financial information presented in the tables below should be read in conjunction with, and is qualified in its entirety by reference to, our audited consolidated financial statements and the accompanying notes and our unaudited condensed consolidated interim financial statements and the accompanying notes that, in each case, have been included in this Form F-4.

Effective 1 January 2009, we changed the presentation currency of our consolidated financial statements from the euro to the U.S. dollar, reflecting the post-Anheuser-Busch acquisition profile of our revenue and cash flows, which are now primarily generated in U.S. dollars and U.S. dollar-linked currencies. We believe that this change provides greater alignment of our presentation currency with our most significant operating currency and underlying financial performance. For comparability purposes in this Form F-4, we have also restated our historical audited consolidated financial statements as of 31 December 2008 and 2007, and for the three years ended 31 December 2008, and the summary financial information as of and for the years ended 31 December 2005 and 2004 set out below, from the euro to the U.S. dollar. Unless otherwise specified, all financial information included in this Form F-4 has been stated in U.S. dollars.

For a summary of recent developments affecting us, see [Recent Developments](#).

	Six months ended		Year ended 31 December (restated)				
	30 June 2009	2008	2008	2007	2006	2005	2004
	(unaudited)		(audited)			(unaudited)	
	<i>(USD million, unless otherwise indicated)</i>						
Income Statement Data							
Revenue ⁽¹⁾	17,698	10,563	23,507	19,735	16,692	14,577	10,598
Profit from operations	4,928	2,508	5,340	5,872	3,925	2,749	1,625
Profit	2,343	1,766	3,126	4,167	2,667	1,753	1,111
Profit attributable to our equity holders	1,787	1,207	1,927	3,005	1,770	1,131	889
EBITDA, ⁽²⁾ as defined	6,289	3,350	7,252	7,280	5,296	(3)	(3)
Ratio of earnings to fixed charges ⁽⁴⁾	2.29	*	2.90	5.88	4.87	3.38	3.75
Weighted average number of ordinary shares (million shares) ^{(5) (8)}	1,582	960	999	976	972	960	768
Diluted weighted average number of ordinary shares (million shares) ^{(6) (9)}	1,590	963	1,000	981	980	964	773
Basic earnings per share (USD) ^{(7) (9)}	1.13	1.26	1.93	3.08	1.82	1.18	1.16
Diluted earnings per share (USD) ^{(8) (9)}	1.12	1.25	1.93	3.06	1.81	1.17	1.15
Dividends per share (USD)	n/a	n/a	0.35	3.67	0.95	0.57	0.52
Dividends per share (EUR)	n/a	n/a	0.28	2.44	0.72	0.48	0.39

* Not applicable

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	Six months ended		Year ended 31 December		
	30 June		(restated)		
	2009	2008	2008	2007	2006
	<i>(USD million, unless otherwise indicated)</i>				
Cash Flow Data	(unaudited)		(audited)		
Cash flow from operating activities	5,067	1,829	6,158	5,557	4,122
Cash flow from investing activities	157	(2,019)	(55,503)	(3,225)	(4,365)
Cash flow from financing activities	(1,452)	(330)	49,879	(1,327)	261

	As of 30 June		As of 31 December (restated)			
	2009	2008	2007	2006	2005	2004
	<i>(USD million, unless otherwise indicated)</i>					
Balance Sheet Data	(unaudited)		(audited)		(unaudited)	
Total assets	117,699	113,160	42,247	34,566	27,795	25,395
Equity	27,999	24,431	21,949	17,308	13,979	11,841
Equity attributable to our equity holders	25,586	22,442	20,057	16,149	13,532	11,331
Issued capital	1,731	1,730	559	558	554	605
Other Data						
Volumes (million hectoliters)	200	285	271	247	224	154
Book value per share	16.17	22.46	20.55	16.61	14.09	14.75

- (1) Turnover less excise taxes and discounts. In many jurisdictions, excise taxes make up a large proportion of the cost of beer charged to our customers (see Management's Discussion and Analysis of Financial Condition and Results of Operations Key Factors Affecting Results of Operations Excise Taxes).
- (2) The following table shows the calculation of our EBITDA, as defined, for the periods shown. A performance measure such as EBITDA, as defined, is a non-IFRS measure. The most directly comparable financial measure to EBITDA, as defined, presented in accordance with IFRS in our consolidated financial statements is profit. EBITDA, as defined, is a measure used by our management to evaluate our business performance and is defined as profit from operations before depreciation, amortisation and impairment. EBITDA, as defined, does, however, have limitations as an analytical tool. It is not a recognised term under IFRS and does not purport to be an alternative to profit as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. As a result, you should not consider EBITDA, as defined, in isolation from, or as a substitute analysis for, our results of operations.

For a discussion of how we use EBITDA, as defined, and its limitations, please see Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operation Six Months Ended 30 June 2009 Compared to Six Months Ended 30 June 2008 EBITDA, as defined.

	Six months ended 30 June		Year ended 31 December		
	2009	2008	2008	2007	2006
	<i>(USD million)</i>				
	(unaudited)		(audited)		
Profit	2,343	1,766	3,126	4,167	2,667
Income tax expense	820	232	674	888	666
Net finance cost	1,993	513	1,600	818	593
Share of result of associates	(228)	(3)	(60)	(1)	(1)
Profit from operations	4,928	2,508	5,340	5,872	3,925
Depreciation, amortisation and impairment	1,361	842	1,912	1,408	1,371
EBITDA, as defined	6,289	3,350			