

ANDINA BOTTLING CO INC
Form SC 13D/A
February 05, 2019

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

SCHEDULE 13D/A
[Rule 13d-101]

Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)
(Amendment No. 15) *

Embotelladora Andina S.A.

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

None *

(CUSIP Number)

* CUSIP number for American Depositary Shares representing

Series A Common Stock is

29081P 20 4

CUSIP number for American Depositary Shares representing

Series B Common Stock is

29081P 30 3

Bernhard Goepelt

Senior Vice President and General Counsel

The Coca Cola Company

One Coca Cola Plaza

Atlanta, Georgia 30313

(404) 676 2121

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

January 31, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), § 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. ⁽¹⁾

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON THE COCA-COLA COMPANY 58-0628465 CHECK THE APPROPRIATE BOX IF A (a) <input checked="" type="checkbox"/> MEMBER OF A GROUP* (b) <input type="checkbox"/>
2	SEC USE ONLY SOURCE OF FUNDS* N/A
3	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) N/A
4	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware
5	SOLE VOTING POWER 69,348,241 shares of Series A Common Stock, no par value, and 0 shares of Series B Common Stock,
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	no par value
	SHARED
	VOTING
8	POWER
	None
	SOLE
	DISPOSITIVE
	POWER
	69,348,241
	shares of Series
	A Common
9	Stock, no par
	value, and
	0 shares of
	Series B
	Common Stock,
	no par value
	SHARED
10	DISPOSITIVE
	POWER
	None
	AGGREGATE
	AMOUNT
	BENEFICIALLY
	OWNED BY
	EACH
	REPORTING
11	PERSON
	69,348,241 shares
	of Series A
	Common Stock, no
	par value, and
	0 shares of Series
	B Common Stock,
	no par value
	CHECK
	BOX
	IF
	THE
	AGGREGATE
12	AMOUNT
	IN []
	ROW
	(11)
	EXCLUDES
	CERTAIN
	SHARES
13	PERCENT OF
	CLASS
	REPRESENTED
	BY AMOUNT IN

14

ROW (11)
14.7% of the shares
of Series A
Common Stock, no
par value,
outstanding, and
0% of the shares of
Series B Common
Stock, no par value,
outstanding
TYPE OF
REPORTING
PERSON*
CO

(1) CUSIP numbers for American Depositary Shares representing Series A Common Stock and Series B Common Stock are, respectively, 29081P 20 4, and 29081P 30 3.

2

CUSIP No. (1)

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON THE COCA-COLA EXPORT CORPORATION 13-1525101 CHECK THE APPROPRIATE BOX
2	IF A (a) <input checked="" type="checkbox"/> MEMBER OF A GROUP*
3	(b) <input type="checkbox"/> SEC USE ONLY
4	SOURCE OF FUNDS* N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) N/A
6	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware
	7 SOLE VOTING POWER 69,348,241 shares of Series A Common Stock, no par value, and

0 shares of
Series B
Common Stock,
no par value
SHARED
VOTING
8 POWER
None
SOLE
DISPOSITIVE
POWER
69,348,241
shares of Series
9 A Common
Stock, no par
value, and
0 shares of
Series B
Common Stock,
no par value
SHARED
DISPOSITIVE
10 POWER
None
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
11 PERSON
69,348,241 shares
of Series A
Common Stock, no
par value, and
0 shares of Series
B Common Stock,
no par value
CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
12 IN []
ROW
(11)
EXCLUDES
CERTAIN
13 SHARES

14

PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (11)
14.7% of the shares
of Series A
Common Stock, no
par value,
outstanding, and
0% of the shares of
Series B Common
Stock, no par value,
outstanding
TYPE OF
REPORTING
PERSON*
CO

(1) CUSIP numbers for American Depositary Shares representing Series A Common Stock and Series B Common Stock are, respectively, 29081P 20 4, and 29081P 30 3.

3

CUSIP No. (1)

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON SERVICIOS Y PRODUCTOS PARA BEBIDAS REFRESCANTES S.R.L. (TIN - N/A) CHECK THE APPROPRIATE BOX IF A (a) <input checked="" type="checkbox"/> MEMBER OF A GROUP* (b) <input type="checkbox"/>
2	SEC USE ONLY SOURCE OF FUNDS* N/A
3	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
4	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	N/A CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Argentina 7 SOLE VOTING POWER 69,348,241 shares of Series A Common

	Stock, no par value, and 0 shares of Series B Common Stock, no par value
	8 SHARED VOTING POWER
	None
	SOLE DISPOSITIVE POWER
	69,348,241 shares of Series
	9 A Common Stock, no par value, and 0 shares of Series B Common Stock, no par value
10	SHARED DISPOSITIVE POWER
	None
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	69,348,241 shares of Series A Common Stock, no par value, and 0 shares of Series B Common Stock, no par value
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

	SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	14.7% of the shares of Series A Common Stock, no par value, outstanding, and 0% of the shares of Series B Common Stock, no par value, outstanding
14	TYPE OF REPORTING PERSON* OO (limited liability company)

(1) CUSIP numbers for American Depositary Shares representing Series A Common Stock and Series B Common Stock are, respectively, 29081P 20 4, and 29081P 30 3.

CUSIP No. (1)

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON COCA-COLA DE CHILE S.A. (TIN - N/A) CHECK THE APPROPRIATE BOX
2	IF A (a) <input checked="" type="checkbox"/>
3	MEMBER OF A GROUP* (b) <input type="checkbox"/>
4	SEC USE ONLY SOURCE OF FUNDS* N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) N/A
6	CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Chile
7	SOLE VOTING POWER 69,348,241 shares of Series A Common Stock, no par value, and

0 shares of
Series B
Common Stock,
no par value
SHARED
VOTING
8 POWER
None
SOLE
DISPOSITIVE
POWER
69,348,241
shares of Series
9 A Common
Stock, no par
value, and
0 shares of
Series B
Common Stock,
no par value
SHARED
DISPOSITIVE
10 POWER
None
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
11 PERSON
69,348,241 shares
of Series A
Common Stock, no
par value, and
0 shares of Series
B Common Stock,
no par value
CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
12 IN []
ROW
(11)
EXCLUDES
CERTAIN
13 SHARES

14

PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (11)
14.7% of the shares
of Series A
Common Stock, no
par value,
outstanding, and
0% of the shares of
Series B Common
Stock, no par value,
outstanding
TYPE OF
REPORTING
PERSON*
CO

(1) CUSIP numbers for American Depositary Shares representing Series A Common Stock and Series B Common Stock are, respectively, 29081P 20 4, and 29081P 30 3.

5

This Amendment No. 15 amends and supplements the original Schedule 13D filed on September 16, 1996 by The Coca-Cola Company (“KO”) and certain of its subsidiaries, as amended by Amendments No. 1 through No. 14 (as further amended by this Amendment No. 15, the “Schedule 13D”).

Coca-Cola de Chile S.A. (“CC Chile”) owns directly 67,938,179 shares of Series A Common Stock, no par value (“Series A Stock”) of Embotelladora Andina S.A. (“Andina”). Servicios y Productos Para Bebidas Refrescantes S.R.L. (formerly known as Coca-Cola de Argentina S.A.) (“CC Argentina”) owns directly 1,410,062 shares of Series A Stock. CC Chile and CC Argentina are direct subsidiaries of The Coca Cola Export Corporation (“Export”), and Export is a direct wholly owned subsidiary of KO. CC Chile, CC Argentina, Export and KO are herein collectively referred to as the “Reporting Persons.”

Based on the Form 6-K filed by Andina with the U.S. Securities and Exchange Commission on December 17, 2018, a total of 473,289,301 shares of Series A Stock and a total of 473,281,303 shares of Series B Common Stock, no par value (“Series B Stock”) were outstanding.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended and restated as follows:

CC Chile owns directly 67,938,179 shares of Series A Stock, and CC Argentina owns directly 1,410,062 shares of Series A Stock. KO, Export, CC Chile and CC Argentina collectively beneficially own and have sole voting and dispositive power over an aggregate of 69,348,241 shares of Series A Stock, representing 14.7% of the outstanding Series A Stock.

The Reporting Persons sold all 69,348,241 shares of Series B Stock owned by them, consisting of 67,938,179 shares of Series B Stock held by CC Chile and 1,410,062 shares of Series B Stock held by CC Argentina, through a book auction (subasta de un libro de órdenes) in compliance with Chilean law and the rules of the Santiago Stock Exchange at the clearing price of \$3.82 per share, that commenced on January 29, 2019 and ended on January 31, 2019 (the “Offering”). Following the consummation of the Offering the Reporting Persons ceased to be the beneficial owners of any shares of Series B Stock as of January 31, 2019.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE COCA-COLA COMPANY

Date: February 5, 2019

By: /s/ Kathy N. Waller

Name: Kathy N. Waller

Title: Executive Vice President & Chief Financial Officer

THE COCA-COLA EXPORT CORPORATION

Date: February 5, 2019

By: /s/ Larry Mark

Name: Larry Mark

Title: Vice President and Controller

COCA-COLA DE CHILE S.A.

Date: February 5, 2019

By: /s/ Daniel Vercelli

Name: Daniel Vercelli

Title: General Manager Chile

SERVICIOS Y PRODUCTOS PARA BEBIDAS REFRESCANTES S.R.L.

Date: February 5, 2019

By: /s/ Jose Maria Cagliolo

Name: Jose Maria Cagliolo

Title: Director