

Edgar Filing: UNITED BREWERIES CO INC - Form SC 13D/A

UNITED BREWERIES CO INC
Form SC 13D/A
March 18, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 7)*

COMPANIA CERVECERIAS UNIDAS S.A.
UNITED BREWERIES COMPANY, INC. (English translation of Name of Issuer)
(Name of Issuer)

| | |
|---|-------------------------|
| Common Stock, no par value Shares of Common Stock in the form of American Depositary Shares | 204429104 |
| ----- (Title of class of securities) | ----- (CUSIP number) |

JoBeth G. Brown
Vice President and Secretary
Anheuser-Busch Companies, Inc.
One Busch Place
St. Louis, Missouri 63118
(314) 577-2000

(Name, address and telephone number of person authorized to receive
notices and communications)

March 16, 2004

(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-(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 Section 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 purposes of Section 18 of the Securities Exchange Act of 1934 (the "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.)

(Continued on following pages)

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 CUSIP No. 204429104 13D/A Page 2 of 8 Pages

 1 NAME OF REPORTING PERSON Anheuser-Busch Companies, Inc.
 S.S. OR I.R.S. IDENTIFICATION NO. 43-1162835
 OF ABOVE PERSON

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e):

 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

 7 SOLE VOTING POWER: None
 NUMBER OF
 SHARES

 8 SHARED VOTING POWER: 63,695,333
 BENEFICIALLY
 OWNED BY
 EACH

 9 SOLE DISPOSITIVE POWER: None
 REPORTING
 PERSON WITH

 10 SHARED DISPOSITIVE POWER: 63,695,333

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 63,695,333

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.0%

 14 TYPE OF REPORTING PERSON: CO

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 CUSIP No. 204429104 13D/A Page 3 of 8 Pages

 1 NAME OF REPORTING PERSON Anheuser-Busch International, Inc.
 S.S. OR I.R.S. IDENTIFICATION NO. 43-1213600
 OF ABOVE PERSON

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e):

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6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7 SOLE VOTING POWER: None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER: 63,695,333

9 SOLE DISPOSITIVE POWER: None

10 SHARED DISPOSITIVE POWER: 63,695,333

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 63,695,333

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.0%

14 TYPE OF REPORTING PERSON: CO

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1 NAME OF REPORTING PERSON Anheuser-Busch International Holdings, Inc.
 S.S. OR I.R.S. IDENTIFICATION NO. 51-0348308
 OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7 SOLE VOTING POWER: None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER: 63,695,333

9 SOLE DISPOSITIVE POWER: None

10 SHARED DISPOSITIVE POWER: 63,695,333

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 63,695,333

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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: |__|

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.0%

 14 TYPE OF REPORTING PERSON: CO

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CUSIP No. 204429104 13D/A Page 5 of 8 Pages

1 NAME OF REPORTING PERSON Anheuser-Busch International Holdings, Inc.
 S.S. OR I.R.S. IDENTIFICATION NO. Chile I Limitada
 OF ABOVE PERSON 98-0346879

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) |__|
 (b) |X|

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e): |__|

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Chile

| | | | |
|--------------|----|---------------------------|------------|
| | 7 | SOLE VOTING POWER: | None |
| NUMBER OF | | | |
| SHARES | | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER: | 63,695,333 |
| OWNED BY | | | |
| EACH | | | |
| REPORTING | 9 | SOLE DISPOSITIVE POWER: | None |
| PERSON WITH | | | |
| | 10 | SHARED DISPOSITIVE POWER: | 63,695,333 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 63,695,333

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: |__|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.0%

14 TYPE OF REPORTING PERSON: PN

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1 NAME OF REPORTING PERSON Anheuser-Busch International Holdings, Inc.
 S.S. OR I.R.S. IDENTIFICATION NO. Chile II Limitada
 OF ABOVE PERSON 98-0346884

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Chile

7 SOLE VOTING POWER: None

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

8 SHARED VOTING POWER: 63,695,333

9 SOLE DISPOSITIVE POWER: None

10 SHARED DISPOSITIVE POWER: 63,695,333

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 63,695,333

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.0%

14 TYPE OF REPORTING PERSON: PN

This Amendment No. 7 (this "Amendment") amends and supplements the Schedule 13D filed on January 8, 2001 (the "Schedule 13D") with the Securities and Exchange Commission by Anheuser-Busch Companies, Inc., Anheuser-Busch International, Inc., Anheuser-Busch International Holdings, Inc., Anheuser-Busch International Holdings, Inc. Chile I Limitada, and Anheuser-Busch International Holdings, Inc. Chile II Limitada, as amended by Amendment No. 1 thereto filed on February 6, 2001, Amendment No. 2 thereto filed on March 5, 2001, Amendment No. 3 thereto filed on March 30, 2001, Amendment No. 4 thereto filed on May 3, 2001, Amendment No. 5 thereto filed on October 5, 2001 and Amendment No. 6 thereto filed on March 7, 2003. All capitalized terms used in this Amendment and not otherwise defined herein have the meanings assigned to such terms in the Schedule 13D, as previously amended.

ITEM 4. Purpose of Transaction

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Item 4 is hereby amended and supplemented by amending and restating the second to last sentence of the second paragraph thereof so that it reads in its entirety as follows:

The Reporting Persons (and their affiliates) reserve the right to dispose of any or all direct or indirect interest in Shares acquired by them.

Item 4 is also hereby amended and supplemented as follows:

The Reporting Persons are currently considering a possible disposition of the Shares owned by them, including through a possible underwritten secondary offering of such Shares in the international and Chilean securities markets. The Issuer has agreed to assist the Reporting Persons to explore pursuing a possible secondary offering. The Reporting Persons have not made a decision to dispose of their Shares and any such decision would depend on various factors, including, without limitation, market conditions, the price levels of the Issuer's equity securities and other developments. There can be no assurance that the Reporting Persons will consummate a secondary offering or other disposition of their Shares.

At the July 8, 2003 meeting of the Board of Directors of the Issuer, Mr. John S. Koykka resigned as a member of the Board of Directors of the Issuer and the Reporting Persons nominated and appointed Mr. Alejandro Strauch to serve in his place. Mr. Strauch is Vice President -Central and South America of ABII, and is also a Director of ABII.

ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended and supplemented as follows:

As described in Item 4 of this Amendment, the Issuer has agreed to assist the Reporting Persons to explore pursuing a possible secondary offering by the Reporting Persons of the Shares.

The undersigned hereby agree that this Statement is filed on behalf of each of the Reporting Persons.

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: March 17, 2004

ANHEUSER-BUSCH COMPANIES, INC.

By: /s/ W. Randolph Baker

Name: W. Randolph Baker

Title: Vice President and Chief Financial Officer

ANHEUSER-BUSCH INTERNATIONAL, INC.

By: /s/ James E. Schobel

Name: James E. Schobel

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Title: Senior Vice President - Legal Affairs

ANHEUSER-BUSCH INTERNATIONAL HOLDINGS, INC.

By: /s/ James E. Schobel

Name: James E. Schobel

Title: Vice President - Deputy General Counsel

ANHEUSER-BUSCH INTERNATIONAL HOLDINGS, INC.

CHILE I LIMITADA

By: ANHEUSER-BUSCH INTERNATIONAL
HOLDINGS, INC., ITS MANAGING PARTNER

By: /s/ James E. Schobel

Name: James E. Schobel

Title: Vice President - Deputy General
Counsel

ANHEUSER-BUSCH INTERNATIONAL HOLDINGS, INC.

CHILE II LIMITADA

By: ANHEUSER-BUSCH INTERNATIONAL
HOLDINGS, INC. CHILE I LIMITADA, ITS
MANAGING PARTNER

By: ANHEUSER-BUSCH INTERNATIONAL
HOLDINGS, INC., ITS MANAGING PARTNER

By: /s/ James E. Schobel

Name: James E. Schobel

Title: Vice President - Deputy
General Counsel