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UNITED BREWERIES COMPANY INC
Form SC 13D/A
May 03, 2001

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SCHEDULE 13D

(RULE 13d-101)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(a) and
Amendments Thereto Filed Pursuant to Rule 13d-2(a)

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4) *

COMPANIA CERVECERIAS UNIDAS S.A.
UNITED BREWERIES COMPANY, INC. (ENGLISH TRANSLATION OF NAME OF ISSUER)

(Name of Issuer)

COMMON STOCK, NO PAR VALUE, INCLUDING
SHARES OF COMMON STOCK IN THE FORM OF AMERICAN DEPOSITARY SHARES

(Title of Class of Securities)

204429104

(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)

APRIL 26, 2001

(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 which is the subject of this Schedule 13D, and is filing
this schedule because of Rule 13d-1(e), 13d-1(f) or 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 Rule

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13d-7(b) 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).

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Anheuser-Busch Companies, Inc.

43-1162835

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK 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
NUMBER OF

NONE

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

63,195,333

OWNED BY EACH

9 SOLE DISPOSITIVE POWER
REPORTING

NONE

PERSON

10 SHARED DISPOSITIVE POWER
WITH

63,195,333

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

63,195,333

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

[]

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

19.8%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

3

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Anheuser-Busch International, Inc.

43-1213600

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK 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
NUMBER OF

NONE

SHARES
BENEFICIALLY

8 SHARED VOTING POWER

63,195,333

OWNED BY EACH
REPORTING

9 SOLE DISPOSITIVE POWER

NONE

PERSON

10 SHARED DISPOSITIVE POWER

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WITH

63,195,333

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

63,195,333

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

[]

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

19.8%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

4

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13D/A

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Anheuser-Busch International Holdings, Inc.

51-0348308

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK 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
NUMBER OF

NONE

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

63,195,333

OWNED BY EACH

REPORTING

9 SOLE DISPOSITIVE POWER

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NONE

PERSON -----
 10 SHARED DISPOSITIVE POWER
 WITH
 63,195,333

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 63,195,333

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 19.8%

14 TYPE OF REPORTING PERSON (See Instructions)
 CO

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This Amendment No. 4 (this "Amendment") amends and supplements the Schedule 13D filed on January 8, 2001 (the "Schedule 13D") with the Securities and Exchange Commission, as amended by Amendment No. 1 thereto filed on February 6, 2001, Amendment No. 2 thereto filed on March 5, 2001, and Amendment No. 3 thereto filed on March 30, 2001. All capitalized terms used in this Amendment and not otherwise defined herein have the meanings assigned to such terms in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is hereby amended and supplemented as follows:

(1) The second paragraph is replaced in its entirety with the following language:

In addition to the Shares that have been purchased from Cimol, 29,076,617 Shares have been purchased in open market transactions on the Santiago Stock Exchange (including 20,700,000 in an open market auction) and American Depositary Shares representing 10,231,000 Shares have been purchased in open market transaction on the New York Stock Exchange, as described in Item 5(c).

(2) The third paragraph is replaced in its entirety with the following language:

The aggregate purchase price for the Shares purchased from Cimol was approximately \$119,400,000. The aggregate purchase price for the Shares purchased from parties other than Cimol (including commissions) was approximately \$199,100,000. All of the approximately \$318,500,000 of funds used to purchase the Shares reported in this statement will come from the available resources of the Reporting Persons and from no specific borrowings.

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ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended and supplemented by adding the following at the end thereof:

At the April 26, 2001 annual meeting of the shareholders of the Issuer, the Reporting Persons nominated John Koykka and Jorge Carey for election to the Board of Directors of the Issuer. The Reporting Persons voted all of their Shares in favor of Mr. Koykka and Mr. Carey, who were elected to the Board of the Issuer. Mr. Koykka is a director of ABII and an executive officer of each of ABII and ABIH. Mr. Carey is a partner in the law firm of Carey & Cia., Chilean legal counsel to the Reporting Persons.

As of the date hereof, ABIH has converted all of the American Depository Shares it owns into Shares of common stock of the Issuer.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended and supplemented as follows:

(1) Subsection (a) is replaced in its entirety with the following language:

(a) ABIH beneficially owns 63,195,333 Shares. Each of ABII and ABC beneficially own 63,195,333 Shares. The 63,195,333 Shares beneficially owned by each of ABC and ABII include all of the Shares beneficially owned by ABIH. This Statement is being filed by ABIH as the direct beneficial

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owner of the Shares to which this Statement relates and by each of ABC and ABII as an indirect beneficial owner of such Shares; ABII is an indirect beneficial owner of such Shares because it controls ABIH as its 100% owner and ABC is an indirect beneficial owner of such Shares because it controls ABII as its 100% owner. The 63,195,333 Shares beneficially owned by the Reporting Persons represent 19.8% of the Shares. To the knowledge of the Reporting Persons, none of the executive officers or directors of the Reporting Persons beneficially own any Shares.

(2) Subsection (b) is replaced in its entirety with the following language:

(b) The Reporting Persons share the power to vote or direct the vote of all 63,195,333 Shares which they beneficially own and share the power to dispose of or direct the disposition of all 63,195,333 Shares which they beneficially own. As indicated in (a) above, to the knowledge of the Reporting Persons, none of the executive officers or directors of the Reporting Persons beneficially own any Shares.

(3) Subsection (c) is amended by adding the following to the end of the table contained therein:

April 6, 2001**

405,000

\$4.85

Open

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

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 3, 2001

ANHEUSER-BUSCH COMPANIES, INC.

By: /s/ Patrick T. Stokes

Name: Patrick T. Stokes
Title: Senior Executive Vice President

ANHEUSER-BUSCH INTERNATIONAL, INC.

By: /s/ Patrick T. Stokes

Name: Patrick T. Stokes
Title: Chairman of the Board

ANHEUSER-BUSCH INTERNATIONAL
HOLDINGS, INC.

By: /s/ James E. Schobel

Name: James E. Schobel
Title: Vice President - Deputy General
Counsel and Assistant Secretary