

ANHEUSER-BUSCH COMPANIES, LLC  
Form 8-A12B  
January 23, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Anheuser-Busch InBev SA/NV**

**(Exact Name of Registrant as Specified in Its Charter)**

**Belgium**  
**(State or Other Jurisdiction of Incorporation**

**or Organization)**

**Brouwerijplein 1**

**3000 Leuven, Belgium**  
**(Address of Principal Executive Offices)**

**Not Applicable**  
**(I.R.S. Employer**

**Identification no.)**

**Not Applicable**  
**(Zip Code)**

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

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:

**Securities Act registration statement file number to which this ~~333-185610~~ <sup>333-185610</sup> is filed:**  
**(If applicable)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class</b>   | <b>Name of Each Exchange on Which</b> |
|------------------------------|---------------------------------------|
| <b>to be so Registered</b>   | <b>Each Class is to be Registered</b> |
| 1.125% Notes due 2017        | New York Stock Exchange               |
| 2.150% Notes due 2019        | New York Stock Exchange               |
| 3.700% Notes due 2024        | New York Stock Exchange               |
| 4.625% Notes due 2044        | New York Stock Exchange               |
| Floating Rate Notes due 2017 | New York Stock Exchange               |
| Floating Rate Notes due 2019 | New York Stock Exchange               |

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of Class)**

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**TABLE OF CO-REGISTRANTS**

| <b>Exact Name as Specified in its Charter</b> | <b>State or Other Jurisdiction of Incorporation or Organization</b> | <b>Primary Standard Industrial Classification Number</b> | <b>I.R.S. Employer Identification Number</b> | <b>Address, Including Zip Code and Telephone Number, Including Area Code, of Principal Executive Offices</b> |
|---|---|--|--|--|
| Anheuser-Busch InBev Finance Inc. *           | Delaware,<br><br>United States                                      | 2082   | 38-3893771                                   | 250 Park Avenue, New York,<br><br>New York, U.S.A. 10177<br>Tel: +1 (212) 573-8800                           |
| Anheuser-Busch InBev Worldwide Inc.           | Delaware,<br>United States  | 2082   | 43-1162835                                   | One Busch Place, St. Louis,<br>Missouri 63118, U.S.A.<br>Tel: +1 (314) 577-2000                              |
| Cobrew NV                                     | Belgium   | 2082   | N/A  | Brouwerijplein 1, 3000 Leuven,<br>Belgium<br>Tel: +32 16 27 61 11  |
| BrandBrew S.A                                 | Luxembourg  | 2082   | N/A  | 5 Rue Gabriel Lippmann,<br><br>Münsbach, L-5365, Luxembourg<br>Tel: +352 26 15 96 23                         |
| Brandbev S.à r.l.                             | Luxembourg  | 2082   | N/A  | 5 Rue Gabriel Lippmann,<br><br>Münsbach, L-5365, Luxembourg<br>Tel: +352 26 15 96 23                         |
| Anheuser-Busch Companies, LLC                 | Delaware,<br>United States  | 2082   | 43-1162835                                   | One Busch Place, St. Louis,<br>Missouri 63118, U.S.A.<br>Tel: +1 (314) 577-2000                              |

\* Anheuser-Busch InBev Finance Inc. is the issuer of the debt securities offered hereby. The other listed registrants are guarantors of the debt securities.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

The Registrant has filed with the Securities and Exchange Commission (the Commission) a red prospectus supplement dated January 22, 2014 (the Red Prospectus Supplement) to a prospectus dated December 21, 2012 (the Prospectus), relating to the securities to be registered hereunder included in the Registrant's automatic shelf Registration Statement on Form F-3 (File No. 333-185619), which became automatically effective on December 21, 2012.

**Item 1. Description of Registrant's Securities to be Registered**

The material set forth in (i) the section captioned Description of Debt Securities and Guarantees, Legal Ownership and Tax Considerations in the registrant's Registration Statement on Form F-3 (File No. 333-185619) filed with the Securities and Exchange Commission on December 21, 2012, and (ii) the sections captioned Description of the Notes and Taxation in the Issuer's Red Prospectus Supplement, dated January 22, 2014 are each incorporated herein by reference. Copies of such descriptions will be filed with the New York Stock Exchange, Inc.

**Item 2. Exhibits.**

- 4.1. Form of Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, BrandBrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee) (incorporated by reference to Exhibit 4.1 to Form F-3 (File No. 333-185619) filed by Anheuser-Busch InBev SA/NB on 21 December 2012).
- 4.2. Form of Seventh Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, BrandBrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.3. Form of Eighth Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, BrandBrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.4. Form of Ninth Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, BrandBrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.

- 4.5 Form of Tenth Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, BrandBrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.6 Form of Eleventh Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, BrandBrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.7 Form of Twelfth Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, BrandBrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Anheuser-Busch InBev Finance Inc.

Date: January 23, 2014

By: /s/ Matthew J. Amer

Name: Matthew J. Amer  
Title: Authorized Signatory

Anheuser-Busch InBev SA/NV

By: /s/ Benoit Loore

By: /s/ Christine Delhaye

Name: Benoit Loore  
Title: Authorized Signatory

Name: Christine Delhaye  
Title: Authorized Signatory

Cobrew NV

By: /s/ Benoit Loore

By: /s/ Christine Delhaye

Name: Benoit Loore  
Title: Authorized Signatory

Name: Christine Delhaye  
Title: Authorized Signatory

BrandBrew S.A.

By: /s/ Benoit Loore

Name: Benoit Loore  
Title: Authorized Signatory

[Signature page for Form 8-A]

Brandbev S.à r.l.

By: /s/ Benoit Loore

Name: Benoit Loore

Title: Authorized Signatory

Anheuser-Busch Companies, LLC

By: /s/ Matthew J. Amer

Name: Matthew J. Amer

Title: Authorized Signatory

Anheuser-Busch InBev Worldwide Inc.

By: /s/ Matthew J. Amer

Name: Matthew J. Amer

Title: Authorized Signatory

[Signature page for Form 8-A]

**INDEX TO EXHIBITS**

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