

Anheuser-Busch InBev SA/NV
Form 8-A12B
March 29, 2018

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)

Not Applicable
(I.R.S. Employer

Identification no.)

Brouwerijplein 1

3000 Leuven, Belgium
(Address of Principal Executive Offices)

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 form relates: 333-223774
(If applicable)

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

| Title of Each Class | Name of Each Exchange on Which |
|-----------------------|--------------------------------|
| to be so Registered | Each Class is to be Registered |
| 3.500% Notes due 2024 | New York Stock Exchange |
| 4.000% Notes due 2028 | New York Stock Exchange |
| 4.375% Notes due 2038 | New York Stock Exchange |
| 4.600% Notes due 2048 | New York Stock Exchange |
| 4.750% Notes due 2058 | New York Stock Exchange |

Floating Rate Notes due 2024

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

None

(Title of Class)

TABLE OF CO-REGISTRANTS

| Exact Name as Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | 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. Tel: +1 (314) 577-2000 |
| Anheuser-Busch InBev Finance Inc. | Delaware, United States | 2082 | 38-3893771 | 250 Park Avenue, New York, New York, U.S.A. 10177 Tel: +1 (212) 573-8800 |
| Cobrew NV | Belgium | 2082 | N/A | Brouwerijplein 1, 3000 Leuven, Belgium Tel: +32 16 27 61 11 |
| Brandbrew S.A | Luxembourg | 2082 | N/A | Zone Industrielle Breedewues No. 15, L-1259 Senningerberg, Luxembourg Tel: +352 26 15 96 23 |
| Brandbev S.à r.l. | Luxembourg | 2082 | N/A | Zone Industrielle Breedewues No. 15, L-1259 Senningerberg, Luxembourg Tel: +352 26 15 96 23 |
| Anheuser-Busch Companies, LLC | Delaware, United States | 2082 | 43-1162835 | 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 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 dated March 20, 2018 (the Red Prospectus Supplement) to a prospectus dated March 19, 2018 (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. 333-223771), which became automatically effective on March 19, 2018.

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. 333-223774) filed with the Securities and Exchange Commission on March 19, 2018, and (ii) the sections captioned Description of the Notes and Taxation in the Issuer's Red Prospectus Supplement, dated March 20, 2018 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 Worldwide Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Finance 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. 333-223774) filed by Anheuser-Busch InBev SA/NV on March 19, 2018).
- 4.2. Form of First Supplemental Indenture, among the Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Finance Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.3. Form of Second Supplemental Indenture, among the Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Finance Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.4. Form of Third Supplemental Indenture, among the Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Finance Inc. and Anheuser-Busch Companies, LLC and the Trustee.

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

Date: March 29, 2018

By: /s/ Bryan Warner
Name: Bryan Warner
Title: Authorized Signatory

Anheuser-Busch InBev SA/NV

By: /s/ Ann Randon
Name: Ann Randon
Title: Authorized Signatory

By: /s/ Jan Vandermeersch
Name: Jan Vandermeersch
Title: Authorized Signatory

Cobrew NV

By: /s/ Ann Randon
Name: Ann Randon
Title: Authorized Signatory

By: /s/ Jan Vandermeersch
Name: Jan Vandermeersch
Title: Authorized Signatory

Brandbrew S.A.

By: /s/ Octavio Chino
Name: Octavio Chino
Title: Authorized Signatory

By: /s/ Yannick Bomans
Name: Yannick Bomans
Title: Authorized Signatory

Brandbev S.à r.l.

By: /s/ Christine Delhaye
Name: Christine Delhaye
Title: Authorized Signatory

By: /s/ Yannick Bomans
Name: Yannick Bomans
Title: Authorized Signatory

Anheuser-Busch Companies, LLC

By: /s/ Bryan Warner
Name: Bryan Warner
Title: Authorized Signatory

Anheuser-Busch InBev Finance Inc.

By: /s/ Bryan Warner
Name: Bryan Warner
Title: Authorized Signatory

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