

ANHEUSER-BUSCH COMPANIES, INC.

Form 8-A12B

July 11, 2011

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)

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

Not Applicable
(I.R.S. Employer

Identification no.)

Not Applicable
(Zip Code)

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:

333-169514

(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

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Floating Rate Notes due 2014

New York Stock Exchange

1.500% Notes due 2014

New York Stock Exchange

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
Cobrew NV/SA	Belgium	2082	N/A	Brouwerijplein 1, 3000 Leuven, Belgium Tel: +32 16 27 61 11
BrandBrew S.A.	Luxembourg	2082	N/A	5, rue Gabriel Lippmann - Parc d'Activités Syrdall, L-5365 Münsbach Tel: +352 26 15 96
Anheuser-Busch Companies, 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 Worldwide Inc. is the issuer of the securities offered hereby. The other listed registrants are guarantors of the securities.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

The Registrant has filed with the Securities and Exchange Commission (the Commission) a red prospectus supplement dated July 7, 2011 (the Red Prospectus Supplement) to a prospectus dated September 21, 2010 (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. 333-169514), which became automatically effective on September 21, 2010.

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. 333-169514) filed with the Securities and Exchange Commission on September 21, 2010, and (ii) the sections captioned Description of the Notes and Taxation in the Issuer's Red Prospectus Supplement, dated July 7, 2011 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. Indenture, dated as of October 16, 2009, among the Company, Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA and Anheuser-Busch Companies, Inc. 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-4 (File No. 333-163464) filed by Anheuser-Busch InBev SA/NV on December 3, 2009).
- 4.2. Fifth Supplemental Indenture, dated as of 27 November 2009, among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, the Subsidiary Guarantors named therein, and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.6 to Form F-4 (File No. 333-163464) filed by Anheuser-Busch InBev SA/NV on 3 December 2009).
- 4.3. Tenth Supplemental Indenture, dated as of 7 April 2010, among Anheuser-Busch InBev Worldwide Inc., Anheuser-Busch InBev SA/NV, the Subsidiary Guarantors named therein, and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 2.3 to Form 20-F filed by Anheuser-Busch InBev SA/NV on 13 April 2011).
- 4.4. Form of Twenty-Second Supplemental Indenture, among the Company, Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA and Anheuser-Busch Companies, Inc. and the Trustee.

- 4.5 Form of Twenty-Third Supplemental Indenture, among the Company, Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA and Anheuser-Busch Companies, Inc. 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: July 8, 2011

By: /s/ Scott Gray
Name: **Scott Gray**
Title: **Authorized Signatory**

Anheuser-Busch InBev SA/NV

By: /s/ Christina Frank
Name: **Christina Frank**
Title: **Authorized Signatory**

By: /s/ Scott Gray
Name: **Scott Gray**
Title: **Authorized Signatory**

Cobrew NV/SA

By: /s/ Scott Gray
Name: **Scott Gray**
Title: **Authorized Signatory**

BrandBrew S.A.

By: /s/ Scott Gray
Name: **Scott Gray**
Title: **Authorized Signatory**

Anheuser-Busch Companies, Inc.

By:	/s/ Scott Gray
Name:	Scott Gray
Title:	Authorized Signatory

INDEX TO EXHIBITS

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