

ANHEUSER-BUSCH COMPANIES, INC.

Form 8-A12B

November 15, 2010

# 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:**

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which</b>
<b>to be so Registered</b> <b>9.750% Notes due 2015</b>	<b>Each Class is to be Registered</b> <b>New York Stock Exchange</b>
<b>Securities to be registered pursuant to Section 12(g) of the Act:</b>	

None

(Title of Class)

**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 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 Parc d Activit� Syrdall, L-5365 Munsbach, Luxembourg 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) pursuant to Rule 424(b) under the Securities Act of 1933 a prospectus supplement dated November 9, 2010 (the 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 Prospectus Supplement, dated November 9, 2010, 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, 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. Form of Eleventh 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.

Date: November 12, 2010

Anheuser-Busch InBev Worldwide Inc.

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

Anheuser-Busch InBev SA/NV

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

By: /s/ Alena Brenner  
Name: **Alena Brenner**  
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**

**Exhibit  
No.**

- 4.1. Form of 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 Form of Eleventh Supplemental Indenture, among the Company, Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA and Anheuser-Busch Companies, Inc. and the Trustee.