

WIMM BILL DANN FOODS OJSC
Form SC 13D/A
January 27, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 3)

WIMM-BILL-DANN FOODS OJSC
(Name of Issuer)

FOUR AMERICAN DEPOSITARY SHARES, EACH REPRESENTING ONE SHARE OF
COMMON STOCK, PAR VALUE 20 RUSSIAN RUBLES PER SHARE
(Title of Class of Securities)

97263M109 (AMERICAN DEPOSITARY SHARES)
(CUSIP Number)

Thomas H. Tamoney, Jr.
PepsiCo, Inc.
700 Anderson Hill Road
Purchase, NY 10577
Tel: (914) 253-3623
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 27, 2011
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

*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).

CUSIP No. 97263M109

1. Name of Reporting Persons

PepsiCo, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

☐

6. Citizenship or Place of Organization

North Carolina

7. Sole Voting Power

-0-

8. Shared Voting Power

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

4,844,181 ordinary shares (including ordinary shares underlying ADSs)
(See Item 5)

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

4,844,181 ordinary shares (including ordinary shares underlying ADSs)
(See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,844,181 ordinary shares (including ordinary shares underlying ADSs) (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

☐

13. Percent of Class Represented by Amount in Row (11)

11.01% (See Item 5)

14. Type of Reporting Person (See Instructions)

CO

CUSIP No. 97263M109

1. Name of Reporting Persons

Pepsi-Cola (Bermuda) Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

☐

6. Citizenship or Place of Organization

Bermuda

7. Sole Voting Power

-0-

8. Shared Voting Power

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

4,844,181 ordinary shares (including ordinary shares underlying ADSs)
(See Item 5)

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

4,844,181 ordinary shares (including ordinary shares underlying ADSs)
(See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,844,181 ordinary shares (including ordinary shares underlying ADSs) (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

☐

13. Percent of Class Represented by Amount in Row (11)

11.01% (See Item 5)

14. Type of Reporting Person (See Instructions)

CO

AMENDMENT NO. 3 TO SCHEDULE 13D

This Amendment No. 3 amends the Report on Schedule 13D, originally filed with the Securities and Exchange Commission on December 20, 2010 by PepsiCo, Inc. ("PepsiCo") and Pepsi-Cola (Bermuda) Limited ("PCBL", together with PepsiCo, the "Reporting Persons"), as amended by Amendment No. 1 thereto filed on December 27, 2010 and Amendment No. 2 thereto filed on January 24, 2011 (the "Schedule 13D").

Unless indicated otherwise, all items left blank remain unchanged in all material respects and any items which are reported are deemed to amend and restate the corresponding items in the Schedule 13D. Capitalized terms used without definitions in this Amendment No. 3 shall have the respective meanings ascribed to them in the Schedule 13D.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

The description of the Purchases set forth in Item 4 below is incorporated by reference in its entirety into this Item 3. The funding required for the aggregate purchase price payable in connection with the Purchases was obtained from working capital.

Item 4. Purpose of Transaction

The third paragraph of Item 4 of the Schedule 13D is hereby amended and restated in its entirety as follows:

PepsiCo has received all regulatory approvals required as conditions to completing the acquisition, as announced in its Press Release dated January 27, 2011, attached hereto as Exhibit 99.5. PepsiCo plans to close the Purchase Agreement, which remains subject to the satisfaction of certain other customary closing conditions, on or about February 8, 2011. After closing the Purchase Agreement, PepsiCo will own approximately 77% of the total outstanding Shares of the Issuer.

The sixth paragraph of Item 4 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Since filing Amendment No. 2 to the Schedule 13D on January 24, 2011, PCBL has acquired an aggregate of 1,479,391 ADSs through open market purchases for an aggregate purchase price (excluding commissions) of approximately \$48,819,233.57 million, as more fully described on Schedule C hereto.

The seventh paragraph of Item 4 of the Schedule 13D is hereby amended and restated in its entirety as follows:

PepsiCo currently expects that, consistent with its obligations under Russian law, holders of Shares and ADSs will be afforded the opportunity to sell remaining Shares and ADSs to PepsiCo in the May – June 2011 period at a price which is expected to be equal to the ruble equivalent of \$132 per Share (\$33 per ADS), which is the price PepsiCo is to pay the selling stockholders under the Purchase Agreement. The Reporting Persons may take such further actions as they deem appropriate with respect to the investments in the Issuer that could result in one or more of the actions specified

in clauses (a)-(j) of Item 4 of Schedule 13D, including the acquisition of additional ADSs in privately negotiated or open market transactions depending on market conditions, a change to the present board of directors of the Issuer, a change to the present capitalization or dividend policy of the Issuer, the delisting of the Issuer's securities from the New York Stock Exchange, and a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act.

Item 5. Interest in Securities of the Issuer

Items (a) and (c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) Based on the Issuer's Annual Report on Form 20-F for the period ended December 31, 2009, as of April 20, 2010, the Issuer had 44,000,000 Shares outstanding. Percentage figures are based on this number of shares outstanding. For purposes of Rule 13d-3 promulgated under the Exchange Act, PCBL and PepsiCo, as ultimate parent of PCBL, may each be deemed to beneficially own 4,844,181 Shares, or approximately 11.01% of the outstanding Shares.

(c) Information concerning transactions in Shares by any Reporting Persons since filing Amendment No. 2 to the Schedule 13D on January 24, 2011 is set forth on Schedule C.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to be Filed as Exhibits

99.5 Press Release dated January 27, 2011 issued by PepsiCo, Inc. (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K of PepsiCo, Inc. filed January 27, 2011).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 27, 2011

PEPSICO, INC.

By: /s/ Thomas H. Tamoney, Jr.
Name: Thomas H. Tamoney, Jr.
Title: Senior Vice President, Deputy
General Counsel and Assistant
Secretary

PEPSI-COLA (BERMUDA) LIMITED

By: /s/ Mary-Lynn Robinson
Name: Mary-Lynn Robinson
Title: President

SCHEDULE C

TRANSACTIONS IN SHARES OF THE ISSUER SINCE THE DATE OF THE MOST RECENT AMENDMENT
TO THIS SCHEDULE 13D ON JANUARY 24, 2011 BY PCBL

The table below summarizes open market purchases on the New York Stock Exchange by PCBL during the days indicated.

| Date | Aggregate Number of ADSs Purchased | Average Price Per ADS | Aggregate Purchase Price |
|------------------|--|-----------------------|-----------------------------|
| January 24, 2011 | 59,019 | \$ 33.0000 | \$ 1,947,627.00 |
| January 25, 2011 | 608,573 | \$ 32.9989 | \$ 20,082,239.57 |
| January 26, 2011 | 811,799 | \$ 33.0000 | \$ 26,789,367.00 |
| Total | 1,479,391 | \$ 32.9995 | \$ 48,819,233.57 |