

Anheuser-Busch InBev SA/NV
Form 8-A12B
January 23, 2019

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

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: 333-223774

(If applicable)

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

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--|--|
| 4.150% Notes due 2025 | New York Stock Exchange |
| 4.750% Notes due 2029 | New York Stock Exchange |
| 4.900% Notes due 2031 | New York Stock Exchange |
| 5.450% Notes due 2039 | New York Stock Exchange |
| 5.550% Notes due 2049 | New York Stock Exchange |
| 5.800% Notes due 2059 | 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 | 90-0427472 | 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 January 10, 2019 (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. 333-223774), 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 January 10, 2019 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, among 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 6-K filed by Anheuser-Busch InBev SA/NV on April 4, 2018).
- 4.2. Seventh Supplemental Indenture, among 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 (incorporated by reference to Exhibit 4.1 to Form 6-K filed by Anheuser-Busch InBev SA/NV on January 23, 2019).
- 4.3. Eighth Supplemental Indenture, among 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 (incorporated by reference to Exhibit 4.2 to Form 6-K filed by Anheuser-Busch InBev SA/NV on January 23, 2019).
- 4.4. Ninth Supplemental Indenture, among 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 (incorporated by reference to Exhibit 4.3 to Form 6-K filed by Anheuser-Busch InBev SA/NV on January 23, 2019).

- 4.5 Tenth Supplemental Indenture, among 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 (incorporated by reference to Exhibit 4.4 to Form 6-K filed by Anheuser-Busch InBev SA/NV on January 23, 2019).
- 4.6 Eleventh Supplemental Indenture, among 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 (incorporated by reference to Exhibit 4.5 to Form 6-K filed by Anheuser-Busch InBev SA/NV on January 23, 2019).
- 4.7 Twelfth Supplemental Indenture, among 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 (incorporated by reference to Exhibit 4.6 to Form 6-K filed by Anheuser-Busch InBev SA/NV on January 23, 2019).

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: January 23, 2019

By: /s/ Margot A. Miller

Name: Margot A. Miller
Title: Authorized Signatory

Anheuser-Busch InBev SA/NV

By: /s/ Ann Randon

By: /s/ Jan Vandermeersch

Name: Ann Randon
Title: Authorized Signatory

Name: Jan Vandermeersch
Title: Authorized Signatory

Cobrew NV

By: /s/ Ann Randon

By: /s/ Jan Vandermeersch

Name: Ann Randon
Title: Authorized Signatory

Name: Jan Vandermeersch
Title: Authorized Signatory

Brandbrew S.A.

By: /s/ Lucas Camacho

By: /s/ Gert Magis

Name: Lucas Camacho
Title: Authorized Signatory

Name: Gert Magis
Title: Authorized Signatory

Brandbev S.à r.l.

By: /s/ Lucas Camacho

By: /s/ Gert Magis

Name: Lucas Camacho
Title: Authorized Signatory

Name: Gert Magis
Title: Authorized Signatory

Anheuser-Busch Companies, LLC

By: /s/ Margot A. Miller

Name: Margot A. Miller
Title: Authorized Signatory

Anheuser-Busch InBev Finance Inc.

By: /s/ Margot A. Miller

Name: Margot A. Miller
Title: Authorized Signatory

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