

REDHOOK ALE BREWERY INC
Form SC 13D/A
January 03, 2007
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Redhook Ale Brewery, Incorporated
(Name of Issuer)

Common Stock, par value \$.005
(Title of Class of Securities)

757473 10 3
(CUSIP Number)

Thomas Larson

Anheuser-Busch Companies, Inc.

One Busch Place

St. Louis, MO 63118-1852

Telephone: (314) 577-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 3, 2007
(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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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).

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CUSIP No. 757473 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Anheuser-Busch Companies, Inc.; 43-1162835

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

(a) X

(b) O

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

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

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

2,761,713

Number of
Shares
Beneficially

8. Shared Voting Power

0

Owned by
Each
Reporting
Person
With

9. Sole Dispositive Power

2,761,713 *

10. Shared Dispositive Power

0

* Shares are subject to contractual restrictions on transfer. See Item 4

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,761,763

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

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

33.6%

14. Type of Reporting Person (See Instructions)

CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Busch Investment Corporation; 51-0308458

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

(a) X

(b) O

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

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

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With

2,761,713

8. Shared Voting Power

0

9. Sole Dispositive Power

2,761,713 *

10. Shared Dispositive Power

0

* Shares are subject to contractual restrictions on transfer. See Item 4

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,761,763

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

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

33.6%

14. Type of Reporting Person (See Instructions)

CO

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Pursuant to Rule 13d-2(a) under the Securities Exchange Act of 1934, this Amendment No.4 amends the Schedule 13D dated August 22, 1995, amended by Amendment No.1 dated May 19, 2004, Amendment No.2 dated July 2, 2004 and Amendment No.3 dated September 13, 2005. Unless indicated otherwise, all items left blank remain unchanged and any items that are reported are deemed to amend and supplement, rather than supersede, the existing items in the Schedule 13D (as previously amended). All defined terms shall have the same meaning as previously ascribed to them in the Schedule 13D (as previously amended), unless otherwise noted.

Item 1. Security and Issuer.

Item 2. Identity and Background.

Item 3. Source and Amount of Funds or Other Consideration.

Item 4. Purpose of Transaction.

Item 4 is hereby amended by adding the following language to the end thereof:

Widmer is a craft brewer, the headquarters and brewing facilities of which are located in Portland, Oregon. BIC owns an approximate 39.5% equity interest in Widmer and three of the seven members of the board of directors of Widmer have been designated by ABI. The Company and Widmer have integrated portions of their businesses. In 2004, the Company and Widmer formed Craft Brands Alliance LLC to market and sell their products in specified states in the western United States. Additionally, the Company brews and sells Widmer products in the eastern portion of the United States.

The Busch Entities understand that the Company and Widmer may commence preliminary discussions concerning a merger or other combination between the Company and Widmer. ABI anticipates that the Company would be the surviving company in any transaction and the Company shares would continue to be quoted on the NASDAQ Stock Market after consummation of any transaction. The Busch Entities expect to review any proposals made by the parties, may participate in discussions concerning a transaction and will consider the nature and extent of BIC's participation in any transaction.

There can be no assurance that any transaction between the Company and Widmer will occur or as to the terms of the transaction. The Busch Entities are not aware of any agreement concerning any such transaction, including as to the form of the transaction or the amount to be paid in connection with the transaction. The consummation of any such transaction could be subject to significant contingencies, including the ability of the parties to raise sufficient capital to consummate the transaction, approval of the transaction by the boards of directors of the Company and Widmer, approval of the transaction by the shareholders of the Company and Widmer and satisfaction of applicable regulatory requirements.

Item 5. Interest in Securities of the Issuer.

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

Item 7. Material to be Filed as Exhibits.

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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 3, 2007

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ANHEUSER-BUSCH COMPANIES, INC.

By: /s/ W. Randolph Baker
Name: W. Randolph Baker
Title: Vice President and Chief Financial Officer

BUSCH INVESTMENT CORPORATION

By: /s/ Mark A. Rawlins
Name: Mark A. Rawlins
Title: Treasurer

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Schedule I

(Amendment No. 4)

EXECUTIVE OFFICERS AND DIRECTORS OF

BUSCH INVESTMENT CORPORATION

(As of December 1, 2006)

NAME AND BUSINESS ADDRESS

POSITION WITH THE COMPANY

Officers

| | |
|-------------------------|-------------------------------------|
| William J. Kimmins Jr.* | Chairman of the Board and President |
| H. Murray Sawyer Jr.** | Vice President |
| Laura H. Reeves* | Secretary |
| Mark A. Rawlins* | Treasurer |

Directors

| | |
|-------------------------|-----------------------|
| William J. Kimmins Jr.* | Director and Chairman |
| Michael D. Basler* | Director |
| H. Murray Sawyer Jr.** | Director |

* The business address of each such person is One Busch Place, St. Louis, Missouri 63118-1852

** Mr. Sawyer's principal occupation is Chairman and Chief Executive Officer of Registered Agents, Ltd. The business address is 1220 North Market Street, Suite 804, Wilmington, Delaware 19801

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Schedule II

(Amendment No. 4)

EXECUTIVE OFFICERS AND DIRECTORS OF

ANHEUSER-BUSCH COMPANIES, INC.

(As of December 1, 2006)

NAME AND BUSINESS ADDRESS

POSITION WITH THE COMPANY

| | |
|-----------------------|---|
| August A. Busch IV* | President, Chief Executive Officer and Director |
| W. Randolph Baker* | Vice President and Chief Financial Officer |
| Thomas W. Santel* | Vice President - Corporate Development |
| Stephen J. Burrows* | Chief Executive Officer and President - Anheuser-Busch International, Inc. |
| Mark T. Bobak* | Group Vice President and Chief Legal Officer |
| Douglas J. Muhleman* | Group Vice President - Brewing Operations and Technology - Anheuser-Busch, Incorporated |
| Francine I. Katz* | Vice President - Communications and Consumer Affairs |
| Keith M. Kasen* | Chairman of the Board and President - Busch Entertainment Corporation |
| Joseph P. Castellano* | Vice President - Corporate Human Resources |
| Michael J. Owens* | Vice President - Sales and Marketing - Anheuser-Busch, Incorporated |
| Anthony T. Ponturo* | Vice President - Global Media and Sports Marketing - Anheuser-Busch, Incorporated |
| John F. Kelly* | Vice President and Controller |
| Marlene V. Coulis* | Vice President - Brand Management - Anheuser-Busch, Incorporated |
| Michael S. Harding* | Chief Executive Officer and President of Anheuser-Busch Packaging Group, Inc. |
| Robert C. Lachky* | Executive Vice President - Global Industry Development - Anheuser-Busch, Incorporated |
| David A. Peacock* | Vice President - Business Operations - Anheuser-Busch, Incorporated |

* The business address of each such person is One Busch Place, St. Louis, Missouri 63118-1852

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Schedule II (Cont d)

(Amendment No. 4)

NON-EMPLOYEE DIRECTORS

OF ANHEUSER-BUSCH COMPANIES, INC.

(As of December 1, 2006)

NAME AND BUSINESS ADDRESS

POSITION WITH THE COMPANY

PRINCIPAL OCCUPATION

| | | |
|------------------------|----------|--|
| August A. Busch III | Director | Former Chairman of the Board and Chief Executive officer of Anheuser-Busch Companies, Inc. |
| One Busch Place | | |
| St. Louis, MO 63118 | | |
| Carlos Fernandez G. | Director | Chairman of the Board and CEO of Group Modelo, S.A. de C.V. |
| Campos Eliseos No. 400 | | |
| piso 18 | | |
| Lomas de Chapultepec | | |
| Mexico, D.F., 110000 | | |

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| | | |
|--|----------|---|
| James J. Forese 1455 Pennsylvania Avenue, N.W. Suite 350 Washington, DC 20004 | Director | Operating Partner and Chief Operating Officer of Thayer Capital Partners |
| John E. Jacob One Busch Place St. Louis, MO 63118 | Director | Former Executive Vice President - Global Communications Officer of Anheuser-Busch Companies, Inc. |
| James R. Jones 1501 M Street, NW Suite 700 Washington, DC 20005 | Director | Co-Chairman and Chief Executive Officer of Manatt Jones Global Strategies, LLC |
| Charles F. Knight 8000 West Florissant Avenue P.O. Box 4100 St. Louis, MO 63136 | Director | Chairman Emeritus of Emerson Electric Company |
| Vernon R. Loucks, Jr. 1101 Skokie Boulevard Suite 240 Northbrook, IL 60062 | Director | Chairman of the Board of The Aethena Group, LLC |
| Vilma S. Martinez 355 South Grand Avenue 35 th Floor Los Angeles, CA 90071 | Director | Partner of Munger, Tolles & Olson LLP |
| William Porter Payne 3455 Peachtree Road, NE Suite 975 Atlanta, GA 30326 | Director | Partner of Gleacher Partners LLC |

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Schedule II (Cont d)

(Amendment No. 4)

NON-EMPLOYEE DIRECTORS

OF ANHEUSER-BUSCH COMPANIES, INC.

(As of December 1, 2006)

(Continued)

| <u>NAME AND BUSINESS ADDRESS</u> | <u>POSITION WITH THE COMPANY</u> | <u>PRINCIPAL OCCUPATION</u> |
|---|----------------------------------|--|
| Joyce M. Roché 120 Wall Street New York, NY 10005 | Director | President and Chief Executive Officer of Girls Incorporated |

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| | | |
|--|-----------------------|--|
| Henry Hugh Shelton c/o Anheuser-Busch Companies, Inc. One Busch Place St. Louis, Missouri 63118-1852 | Director | Former Chairman of the Joint Chiefs of Staff |
| Patrick T. Stokes c/o Anheuser-Busch Companies, Inc. One Busch Place St. Louis, MO 63118-1842 | Chairman of the Board | Former Chief Executive Officer of Anheuser-Busch Companies, Inc. |
| Andrew C. Taylor 600 Corporate Park Drive St. Louis, MO 63105 | Director | Chairman and Chief Executive Officer of Enterprise Rent-A-Car Company |
| Douglas W. Warner III 345 Park Avenue 11 th Floor New York, NY 10154 | Director | Former Chairman of the Board of J.P. Morgan Chase & Company |
| Edward E. Whitacre, Jr. 175 E. Houston, Suite 1300 San Antonio, TX 78205 | Director | Chairman and Chief Executive Officer of AT & T, Inc. |