

ANHEUSER-BUSCH COMPANIES, INC.

Form 8-A12B

January 26, 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

Not Applicable
(I.R.S. Employer

or Organization)

Identification no.)

Brouwerijplein 1

3000 Leuven, Belgium
(Address of Principal Executive Offices)

Not Applicable
(Zip Code)

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

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 to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--|--|
| Floating Rate Notes due 2014 | New York Stock Exchange |
| 2.875% Notes due 2016 | New York Stock Exchange |
| 4.375% Notes due 2021 | 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) pursuant to Rule 424(b) under the Securities Act of 1933 a prospectus supplement dated January 24, 2011 (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 January 24, 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. 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 Thirteenth Supplemental Indenture, among the Company, Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA and Anheuser-Busch Companies, Inc. and the Trustee.
- 4.3. Form of Fourteenth Supplemental Indenture, among the Company, Anheuser-Busch InBev SA/NV, Brandbrew S.A., Cobrew NV/SA and Anheuser-Busch Companies, Inc. and the Trustee.
- 4.4. Form of Fifteenth 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: January 24, 2011

Anheuser-Busch InBev Worldwide Inc.

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

By: /s/ Alena Brenner
Name: Alena Brenner
Title: Authorized Signatory

Anheuser-Busch InBev SA/NV

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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