

Coca-Cola HBC AG
Form SC 13G/A
February 14, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 3)*

Under the Securities Exchange Act of 1934

Coca-Cola HBC AG

(Name of Issuer)

Ordinary shares of nominal value CHF6.70 per ordinary share

(Titles of Class of Securities)

191223106

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

x Rule 13d-1(d)

(continued on following pages)

(Page 1 of 13)

* The remainder of this cover page shall be filled out of 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 in 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, as amended (the "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. **13G**
191223106

NAME OF
REPORTING PERSON

1 I.R.S.
IDENTIFICATION NO.
OF ABOVE PERSON
(ENTITIES ONLY)

The Coca-Cola Company
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2 a) £

b) £

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

Delaware

NUMBER SOLE
OF 5 VOTING
 POWER

SHARES - 0 -
 SHARED
BENEFICIALLY VOTING
6 POWER

OWNED
BY 85,112,078
 SOLE
EACH DISPOSITIVE
7 POWER
REPORTING

PERSON 8 - 0 -
 SHARED
 DISPOSITIVE

WITH: POWER

85,112,078
 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED BY EACH
 9 REPORTING PERSON

85,112,078

CHECK BOX IF THE
 AGGREGATE
 10 AMOUNT IN ROW (9)
 EXCLUDES CERTAIN
 SHARES ☐
 PERCENT OF CLASS
 REPRESENTED BY
 11 AMOUNT IN ROW 9

23.15% (1)
 TYPE OF REPORTING
 PERSON
 12

CO

(1) Based on a total of approximately 367,690,225 HBC AG Shares (as defined below) outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Securities and Exchange Commission (the "Commission") on January 13, 2014.

13G

CUSIP No.
191223106

NAME OF
REPORTING PERSON

1 I.R.S.
IDENTIFICATION NO.
OF ABOVE PERSON
(ENTITIES ONLY)

The Coca-Cola Export
Corporation
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2 a) £

b) £

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

Delaware

NUMBER OF 5 SOLE
VOTING
POWER

SHARES - 0 -
SHARED
BENEFICIALLY VOTING
6 POWER

OWNED
BY 85,112,078
SOLE
EACH DISPOSITIVE
7 POWER
REPORTING

- 0 -
PERSON 8 SHARED
DISPOSITIVE
WITH: POWER

85,112,078
 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED BY EACH
 9 REPORTING PERSON

85,112,078

CHECK BOX IF THE
 AGGREGATE
 10 AMOUNT IN ROW (9)
 EXCLUDES CERTAIN
 SHARES ☐
 PERCENT OF CLASS
 REPRESENTED BY
 11 AMOUNT IN ROW 9

23.15% (2)
 TYPE OF REPORTING
 PERSON
 12

CO

(2) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

CUSIP No.
191223106

13G

NAME OF
REPORTING PERSON

1 I.R.S.
IDENTIFICATION NO.
OF ABOVE PERSON
(ENTITIES ONLY)

Atlantic Industries
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2 a) £

b) £

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

Cayman Islands

NUMBER OF 5 SOLE
VOTING
POWER

SHARES - 0 -
SHARED
BENEFICIALLY VOTING
6 POWER

OWNED
BY - 0 -
SOLE
EACH DISPOSITIVE
7 POWER

REPORTING
PERSON 8 - 0 -
SHARED
DISPOSITIVE

WITH: POWER

- 0 -

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

9

- 0 -

CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES ☐
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 9

10

11

0% (3)
TYPE OF REPORTING
PERSON

12

CO

(3) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

CUSIP No. **13G**
191223106

NAME OF
REPORTING PERSON

1 I.R.S.
IDENTIFICATION NO.
OF ABOVE PERSON
(ENTITIES ONLY)

Barlan, Inc.
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2 a) £

b) £

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

Delaware

NUMBER SOLE
OF 5 VOTING
 POWER

SHARES - 0 -
 SHARED
BENEFICIALLY VOTING
6 POWER

OWNED
BY 85,112,078
 SOLE
EACH DISPOSITIVE
7 POWER
REPORTING

PERSON 8 - 0 -
 SHARED
 DISPOSITIVE

WITH: POWER

85,112,078
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
9 REPORTING PERSON

85,112,078

CHECK BOX IF THE
AGGREGATE
10 AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES ☐
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

23.15% (4)
TYPE OF REPORTING
PERSON

12

CO

(4) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

CUSIP No.
191223106

13G

NAME OF
REPORTING PERSON

1 I.R.S.
IDENTIFICATION NO.
OF ABOVE PERSON
(ENTITIES ONLY)

Refreshment Product
Services, Inc.
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2 a) £

b) £

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

Delaware

NUMBER OF 5 SOLE
VOTING
POWER

SHARES - 0 -
SHARED
BENEFICIALLY VOTING
6 POWER

OWNED
BY 85,112,078
SOLE
EACH 7 DISPOSITIVE
POWER
REPORTING

PERSON 8

- 0 -

WITH: SHARED
DISPOSITIVE
POWER

85,112,078
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
9 REPORTING PERSON

85,112,078

CHECK BOX IF THE
AGGREGATE
10 AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES ☐
PERCENT OF CLASS
REPRESENTED BY
11 AMOUNT IN ROW 9

23.15% (5)
TYPE OF REPORTING
PERSON

12

CO

(5) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

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CUSIP No. **13G**
191223106

NAME OF
REPORTING PERSON

1 I.R.S.
IDENTIFICATION NO.
OF ABOVE PERSON
(ENTITIES ONLY)

Coca-Cola Overseas
Parent Limited
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2 a) £

b) £

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

Delaware

NUMBER SOLE
OF 5 VOTING
 POWER

SHARES - 0 -
 SHARED
BENEFICIALLY VOTING
6 POWER

OWNED
BY 85,112,078
 SOLE
EACH DISPOSITIVE
7 POWER

REPORTING
 - 0 -
PERSON 8

WITH: SHARED
DISPOSITIVE
POWER

85,112,078
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
9 REPORTING PERSON

85,112,078

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES ☐
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

23.15% (6)
12 TYPE OF REPORTING
PERSON

CO

(6) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

CUSIP No. **13G**
191223106

NAME OF
REPORTING PERSON

1 I.R.S.
IDENTIFICATION NO.
OF ABOVE PERSON
(ENTITIES ONLY)

CCHBC Grouping, Inc.
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2 a) £

b) £

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

Delaware

NUMBER SOLE
OF 5 VOTING
 POWER

SHARES - 0 -
 SHARED
BENEFICIALLY VOTING
 6 POWER

OWNED
BY 85,112,078
 SOLE
EACH DISPOSITIVE
 7 POWER
REPORTING

PERSON 8 - 0 -
 SHARED
 DISPOSITIVE

WITH: POWER

85,112,078
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
9 REPORTING PERSON

85,112,078

CHECK BOX IF THE
AGGREGATE
10 AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES ☐
PERCENT OF CLASS
REPRESENTED BY
11 AMOUNT IN ROW 9

23.15% (7)
TYPE OF REPORTING
PERSON

12

CO

(7) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

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This Amendment No. 3 to Schedule 13G (as amended, this “Schedule 13G”) relates to ordinary shares (“HBC AG Shares”) issued by Coca-Cola HBC AG (“HBC AG”), as successor to Coca-Cola Hellenic Bottling Co. (“CCHBC”) and amends and restates the Schedule 13G filed on behalf of The Coca-Cola Company (“TCCC”), TCCC’s direct wholly owned subsidiary The Coca-Cola Export Corporation (“ExportCo”), and TCCC’s indirect wholly owned subsidiaries Atlantic Industries (“Atlantic”), Barlan, Inc. (“Barlan”), Refreshment Product Services, Inc. (“RPS”), Coca-Cola Overseas Parent Limited (“Overseas Parent”) and CCHBC Grouping, Inc. (“Grouping” and collectively, the “Reporting Persons”) with respect to ordinary shares issued by HBC AG, as successor to CCHBC.

Item 1.

(a) Name of Issuer

Coca-Cola HBC AG

(b) Address of Issuer’s Principal Executive Offices

Baarerstrasse 14, CH-6300 Zug, Switzerland

Item 2.

(a) Name of Person Filing

This Schedule 13G is filed on behalf of the Reporting Persons with respect to HBC AG Shares, as successor to CCHBC, and amends and restates the Schedule 13G filed on behalf of the Reporting Persons with respect to ordinary shares issued by CCHBC.

ExportCo owns 100% of each of Overseas Parent, RPS, Barlan and Atlantic, and ExportCo, Overseas Parent, RPS and Barlan together own 100% of Grouping. Because of the relationship between each of Overseas, Parent, RPS and Barlan with Grouping, each may be deemed to share beneficial ownership of the HBC AG Shares held by Grouping.

On April 26, 2013, as a result of the termination of the Amended and Restated Shareholders’ Agreement, dated December 29, 2008 between Kar-Tess Holding S.A. (“Kar-Tess”) and the Reporting Persons, the Reporting Persons no longer may be deemed to have beneficial ownership of ordinary shares held by Kar-Tess and its affiliates.

Also in April 2013, TCCC consolidated all of its holdings in HBC AG from ExportCo, Overseas Parent, Barlan, RPS and Atlantic to Grouping, which is wholly owned, directly or indirectly, by such transferors other than Atlantic. As such, Atlantic no longer beneficially owns any HBC AG Shares.

(b) Address of the Principal Office or, if none, residence

The principal business address of each of the Reporting Persons other than Atlantic is:

c/o The Coca-Cola Company

One Coca-Cola Plaza

Atlanta, Georgia 30313

The principal business address of Atlantic is:

135 South Church Street

George Town, Grand Cayman

Cayman Islands, BWI, KY1-1104

(c) Citizenship

See response to Item 4 of each of the cover pages.

(d) Title of Class of Securities

Ordinary shares of nominal value CHF6.70 per ordinary share.

(e) CUSIP Number

191223106

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a(n):

(a) ☐ Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c). Company Act of 1940 (15 U.S.C 80a-8).

(d) ☐ Investment company registered under Section 8 of the Investment

(e) ☐ Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f) ☐ Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g) ☐ Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

(h) ☐ Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (13 U.S.C. 1813).

(i) ☐ Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).

(j) ☐ Non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

(k) o Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with
§240. 13d-1(b)(1)(ii)(J), please specify the type of
institution: _____

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) **Amount beneficially owned:**

See responses to Item 9 on each cover page.

(b) **Percent of class:**

See responses to Item 11 on each cover page.

(c) Number of shares as to which the person has:

(i) **Sole power to vote or to direct the vote:**

See responses to Item 5 on each cover page.

(ii) **Shared power to vote or to direct the vote:**

See responses to Item 6 on each cover page.

(iii) **Sole power to dispose or to direct the disposition of :**

See responses to Item 7 on each cover page.

(iv) **Shared power to dispose or to direct the disposition of:**

See responses to Item 8 on each cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See Item 2(a)

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

Page 11 of 13

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.

Dated: February 14, 2014

THE COCA-COLA COMPANY

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

THE COCA-COLA EXPORT CORPORATION

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

ATLANTIC INDUSTRIES

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer and Director

REFRESHMENT PRODUCT SERVICES, INC

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

BARLAN, INC.

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

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COCA-COLA OVERSEAS PARENT LIMITED

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

CCHBC GROUPING, INC.

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

