

Anheuser-Busch InBev S.A.  
Form 8-A12B  
January 15, 2016

**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)**

**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: 333-208678  
(If applicable)

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

| <b>Title of Each Class</b>          | <b>Name of Each Exchange on Which</b> |
|-------------------------------------|---------------------------------------|
| <b>to be so Registered</b>          | <b>Each Class is to be Registered</b> |
| <b>1.900% Notes due 2019</b>        | <b>New York Stock Exchange</b>        |
| <b>2.650% Notes due 2021</b>        |                                       |
| <b>3.300% Notes due 2023</b>        | <b>New York Stock Exchange</b>        |
| <b>3.650% Notes due 2026</b>        |                                       |
| <b>4.700% Notes due 2036</b>        | <b>New York Stock Exchange</b>        |
| <b>4.900% Notes due 2046</b>        |                                       |
| <b>Floating Rate Notes due 2021</b> | <b>New York Stock Exchange</b>        |
|                                     | <b>New York Stock Exchange</b>        |
|                                     | <b>New York Stock Exchange</b>        |

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

**None**

**(Title of Class)**

---

**TABLE OF CO-REGISTRANTS**

| <b>Exact Name as Specified in its Charter</b> | <b>State or Other Jurisdiction of Incorporation or Organization</b> | <b>Primary Standard Industrial Classification Number</b> | <b>I.R.S. Employer Identification Number</b> | <b>Address, Including Zip Code and Telephone Number, Including Area Code, of Principal Executive Offices</b> |
|---|---|--|--|--|
| Anheuser-Busch InBev Finance Inc. *           | Delaware, United States   | 2082   | 38-3893771                                   | 250 Park Avenue, New York, New York, U.S.A. 10177<br>Tel: +1 (212) 573-8800                                  |
| Anheuser-Busch InBev Worldwide Inc.           | Delaware, United States   | 2082   | 43-1162835                                   | One Busch Place, St. Louis, Missouri 63118, U.S.A.<br>Tel: +1 (314) 577-2000                                 |
| Cobrew NV                                     | Belgium   | 2082   | N/A  | Brouwerijplein 1, 3000 Leuven, Belgium<br>Tel: +32 16 27 61 11   |
| Brandbrew S.A                                 | Luxembourg  | 2082   | N/A  | 5 Rue Gabriel Lippmann, Münsbach, L-5365, Luxembourg<br>Tel: +352 26 15 96 23                                |
| Brandbev S.à r.l.                             | Luxembourg  | 2082   | N/A  | 5 Rue Gabriel Lippmann, Münsbach, L-5365, Luxembourg<br>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.<br>Tel: +1 (314) 577-2000                                 |

\* Anheuser-Busch InBev Finance 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 supplement dated January 13, 2016 (the Red Prospectus Supplement) to a prospectus dated December 21, 2015 (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. 333-208678), which became automatically effective on December 21, 2015.

### 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. 333-208678) filed with the Securities and Exchange Commission on December 21, 2015, and (ii) the sections captioned Description of the Notes and Taxation in the Issuer's Red Prospectus Supplement, dated January 13, 2016 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, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrev S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide 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 F-3 (File No. 333-208678) filed by Anheuser-Busch InBev SA/NB on 21 December 2015).
- 4.2. Form of First Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrev S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.3. Form of Second Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrev S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.4. Form of Third Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrev S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.

- 4.5 Form of Fourth Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.6 Form of Fifth Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.7 Form of Sixth Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.8 Form of Seventh Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC 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.

Anheuser-Busch InBev Finance Inc.

Date: January 15, 2016

By: /s/ Augusto Lima  
Name: Augusto Lima  
Title: Authorized Signatory

Anheuser-Busch InBev SA/NV

By: /s/ Benoit Loore  
Name: Benoit Loore  
Title: Authorized Signatory

By: /s/ Jan Vandermeersch  
Name: Jan Vandermeersch  
Title: Authorized Signatory

Cobrew NV

By: /s/ Benoit Loore  
Name: Benoit Loore  
Title: Authorized Signatory

By: /s/ Jan Vandermeersch  
Name: Jan Vandermeersch  
Title: Authorized Signatory

Brandbrew S.A.

By: /s/ Benoit Loore  
Name: Benoit Loore  
Title: Authorized Signatory

*[Signature Page for Form 8-A]*

Brandbev S.à r.l.

By: /s/ Benoit Loore  
Name: Benoit Loore  
Title: Authorized Signatory

Anheuser-Busch Companies, LLC

By: /s/ Augusto Lima  
Name: Augusto Lima  
Title: Authorized Signatory

Anheuser-Busch InBev Worldwide Inc.

By: /s/ Augusto Lima  
Name: Augusto Lima  
Title: Authorized Signatory

*[Signature Page for Form 8-A]*

## INDEX TO EXHIBITS

### Exhibit No.

- 4.1. Form of Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide 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 F-3 (File No. 333-208678) filed by Anheuser-Busch InBev SA/NB on 21 December 2015).
- 4.2 Form of First Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.3 Form of Second Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.4 Form of Third Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.5 Form of Fourth Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.6 Form of Fifth Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.7 Form of Sixth Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.
- 4.8 Form of Seventh Supplemental Indenture, among the Anheuser-Busch InBev Finance Inc., Anheuser-Busch InBev SA/NV, Brandbrew S.A., Brandbev S.à r.l., Cobrew NV, Anheuser-Busch InBev Worldwide Inc. and Anheuser-Busch Companies, LLC and the Trustee.