

COCA COLA FEMSA SAB DE CV
Form SC 13D/A
April 15, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 14)*

Coca-Cola FEMSA, S.A.B. de C.V.

(Name of Issuer)

Series L Shares, without par value

(Title of Class of Securities)

191241108(1)

(CUSIP Number)

Mike Rodden, Esq.

Rumei Mistry, Esq.

2365 Carillon Point

Kirkland, WA 98033

(425) 889-7900

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

April 11, 2014

(Date of Event Which Requires Filing of this Statement)

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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 o.

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).

(1)CUSIP Number is for the American Depositary Shares (ADSs) representing the Series L Shares only. Each ADS represents 10 Series L Shares, without par value.

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CUSIP No. 191241108

1 Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Cascade Investment, L.L.C.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3 SEC Use Only

4 Source of Funds (See Instructions)
WC

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

6 Citizenship or Place of Organization
State of Washington

| | | |
|---|----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 25,793,660(1) |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 25,793,660 (1) |
| | 10 | Shared Dispositive Power 0 |

11 Aggregate Amount Beneficially Owned by Each Reporting Person
25,793,660 (1)

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

13 Percent of Class Represented by Amount in Row (11)
5.2%(2)

14 Type of Reporting Person (See Instructions)
OO

(1) This number includes Series L Shares of Coca-Cola FEMSA, S.A.B. de C.V. (the Issuer) held directly and through American Depositary Shares (ADSs), each representing 10 Series L Shares. All Series L Shares held by Cascade Investment, L.L.C. (Cascade) directly and through ADSs may be deemed to be beneficially owned by William H. Gates III as the sole member of Cascade.

(2) Based on 497,298,032 of the Issuer's Series L Shares outstanding on December 31, 2013 as reported in the Issuer's Form 20-F filed on April 11, 2014.

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CUSIP No. 191241108

| | |
|----|--|
| 1 | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Bill & Melinda Gates Foundation Trust |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) WC |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization State of Washington |
| 7 | Sole Voting Power 0 |
| 8 | Shared Voting Power 62,288,040(1) |
| 9 | Sole Dispositive Power 0 |
| 10 | Shared Dispositive Power 62,288,040(1) |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 62,288,040(1) |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 12.5%(2) |
| 14 | Type of Reporting Person (See Instructions) OO |

(1) This number includes Series L Shares of Coca-Cola FEMSA, S.A.B. de C.V. (the Issuer) held directly and through American Depositary Shares (ADSs), each representing 10 Series L Shares. For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all Series L Shares held by Bill & Melinda Gates Foundation Trust (the Trust) directly and through ADSs may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust.

(2) Based on 497,298,032 of the Issuer s Series L Shares outstanding on December 31, 2013 as reported in the Issuer s Form 20-F filed on April 11, 2014.

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CUSIP No. 191241108

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| 1 | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Melinda French Gates |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) WC |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization United States of America |
| 7 | Sole Voting Power 0 |
| 8 | Shared Voting Power 62,288,040(1) |
| 9 | Sole Dispositive Power 0 |
| 10 | Shared Dispositive Power 62,288,040(1) |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 62,288,040(1) |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 12.5%(2) |
| 14 | Type of Reporting Person (See Instructions) IN |

(1) This number includes Series L Shares of Coca-Cola FEMSA, S.A.B. de C.V. (the Issuer) held directly and through American Depositary Shares (ADSs), each representing 10 Series L Shares. For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all Series L Shares held by Bill & Melinda Gates Foundation Trust (the Trust) directly and through ADSs may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust.

(2) Based on 497,298,032 of the Issuer's Series L Shares outstanding on December 31, 2013 as reported in the Issuer's Form 20-F filed on April 11, 2014.

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CUSIP No. 191241108

| | |
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| 1 | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) William H. Gates III |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) WC |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization United States of America |
| 7 | Sole Voting Power 25,793,660(1) |
| 8 | Shared Voting Power 62,288,040(2) |
| 9 | Sole Dispositive Power 25,793,660 (1) |
| 10 | Shared Dispositive Power 62,288,040(2) |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 88,081,700(1)(2) |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 17.7%(3) |
| 14 | Type of Reporting Person (See Instructions) IN |

(1) This number includes Series L Shares of Coca-Cola FEMSA, S.A.B. de C.V. (the Issuer) held directly and through American Depositary Shares (ADSs), each representing 10 Series L Shares. All Series L Shares held by Cascade Investment, L.L.C. (Cascade) directly and through ADSs may be deemed to be beneficially owned by William H. Gates III as the sole member of Cascade.

(2) This number includes Series L Shares held directly and through American Depositary Shares (ADSs), each representing 10 Series L Shares. For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all Series L Shares held by Bill & Melinda Gates Foundation Trust (the Trust) directly and through ADSs may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust.

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(3) Based on 497,298,032 of the Issuer's Series L Shares outstanding on December 31, 2013 as reported in the Issuer's Form 20-F filed on April 11, 2014.

EXPLANATORY NOTE

This Amendment No. 14 to Schedule 13D (Amendment) amends and supplements the Schedule 13D previously filed jointly by Cascade Investment, L.L.C. (Cascade), Bill & Melinda Gates Foundation Trust (the Trust), William H. Gates III and Melinda French Gates (together with Cascade and the Trust, the Reporting Persons) with the Securities and Exchange Commission on August 1, 2008, as amended on January 15, 2010, January 29, 2010, February 10, 2010, March 10, 2010, May 7, 2010, May 21, 2010, March 8, 2011, March 14, 2011, March 21, 2011, April 1, 2011, October 11, 2011, December 14, 2011, and May 30, 2012, relating to the Series L Shares, without par value (Series L Shares) of Coca-Cola FEMSA, S.A.B. de C.V. (the Issuer). Neither the present filing nor anything contained herein shall be construed as an admission that the Reporting Persons constitute a group for any purpose.

Item 3. Source and Amount of Funds or Other Consideration

Cascade purchased American Depositary Shares (ADSs) and Series L Shares with its working capital in the amount set forth in Exhibit 99.1 attached hereto.

Item 5. Interest in Securities of the Issuer

(a) See items 11 and 13 of the cover pages to this Schedule 13D for the aggregate number and percentage of Series L Shares beneficially owned by each of the Reporting Persons.

(b) See items 7 through 10 of the cover pages to this Schedule 13D for the number and percentage of Series L Shares beneficially owned by each of the Reporting Persons as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, and sole or shared power to dispose or to direct the disposition.

(c) None.

(d) None.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits

Exhibit 99.1 Transactions by Cascade

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: April 15, 2014

CASCADE INVESTMENT, L.L.C.(1)

By: *
Name: Alan Heuberger(2)
Title: Attorney-in-fact for Michael Larson,
Business Manager

BILL & MELINDA GATES FOUNDATION TRUST(1)

By: *
Name: Alan Heuberger(3)
Title: Attorney-in-fact for each of the Co-
Trustees, William H. Gates III and Melinda
French Gates

WILLIAM H. GATES III(1)

By: *
Name: Alan Heuberger(3)(4)
Title: Attorney-in-fact

MELINDA FRENCH GATES(1)

By: *
Name: Alan Heuberger(3)
Title: Attorney-in-fact

*By: /s/Alan Heuberger
Alan Heuberger

(1) This Amendment is being filed jointly by the Reporting Persons pursuant to the Joint Filing Agreement dated July 30, 2008 and included with the signature page to the Reporting Persons Schedule 13D with respect to the Issuer filed on August 1, 2008, SEC File No. 005-52421 and incorporated by reference herein.

(2) Duly authorized under Special Limited Power of Attorney appointing Alan Heuberger attorney-in-fact, dated October 11, 2013, by and on behalf of Michael Larson, filed as Exhibit 99.1 to Amendment No. 9 to Cascade's Schedule 13D with respect to Western Asset/Claymore Inflation-Linked Opportunities & Income Fund on December 11, 2013, SEC File No. 005-81261, and incorporated by reference herein.

(3) Duly authorized under Special Limited Power of Attorney appointing Alan Heuberger attorney-in-fact, dated August 12, 2008, by and on behalf of William H. Gates III and Melinda French Gates as Co-Trustees, filed as Exhibit 99.5 to Cascade's Schedule 13D with respect to Grupo Televisa, S.A.B. on May 6, 2009, SEC File No. 005-60431 and incorporated by reference herein.

(4) Duly authorized under Special Limited Power of Attorney appointing Alan Heuberger attorney-in-fact, dated August 12, 2008, by and on behalf of William H. Gates III, filed as Exhibit 99.2 to Amendment No. 1 to Cascade's Schedule 13D with respect to Otter Tail Corporation on April 15, 2009, SEC File No. 005-06638 and incorporated by reference herein.