

REDHOOK ALE BREWERY INC
Form SC 13D/A
November 14, 2007
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

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)

November 13, 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.

Anheuser-Busch Companies, Inc.

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 2,761,713

Shares 8. Shared Voting Power

Beneficially - 0 -

Owned by 9. Sole Dispositive Power

Each 2,761,713 *

Reporting 10. Shared Dispositive Power

Person
With - 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)

33.2%

14. Type of Reporting Person (See Instructions)

CO

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1. Names of Reporting Persons.

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Busch Investment Corporation

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 2,761,713

Shares 8. Shared Voting Power

Beneficially - 0 -

9. Sole Dispositive Power

Owned by

Each 2,761,713 *

Reporting 10. Shared Dispositive Power

Person

With - 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. 5 amends the Schedule 13D dated August 22, 1995, amended by Amendment No.1 dated May 19, 2004, Amendment No.2 dated July 2, 2004, Amendment No. 3 dated September 13, 2005 and Amendment No. 4 dated January 3, 2007. 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:

On November 13, 2007, the Company and Widmer announced that they had entered into an Agreement and Plan of Merger, pursuant to which Widmer would merge into the Company. The shareholders of Widmer would receive common stock of the Company as merger consideration, representing approximately 50% of the outstanding common stock of the Company after the consummation of the merger.

The consummation of the merger by the Company and Widmer is subject to their obtaining approval by their shareholders and required regulatory approvals. Additionally, pursuant to the contractual arrangements between the Busch Entities and Redhook and Widmer, the approval of the Busch Entities is required for the consummation of the merger. The Busch Entities are reviewing the proposed transaction and have not yet determined whether to provide the required approval. The Company and Widmer have announced that they anticipate consummation of the transaction in the first quarter of 2008.

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: November 13, 2007

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. 5)

**EXECUTIVE OFFICERS AND DIRECTORS OF
BUSCH INVESTMENT CORPORATION**

(As of October 1, 2007)

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
Dennis J. Gelner*	Vice President and Tax Controller
Laura H. Reeves*	Secretary
Mark A. Rawlins*	Treasurer
Michael D. Basler*	Assistant Treasurer - International

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.

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Schedule II

(Amendment No. 5)

**EXECUTIVE OFFICERS AND DIRECTORS OF
ANHEUSER-BUSCH COMPANIES, INC.**

(As of October 1, 2007)

NAME AND BUSINESS ADDRESS

POSITION WITH THE COMPANY

August A. Busch IV*	President and Chief Executive Officer; Anheuser-Busch Companies, Inc.
W. Randolph Baker*	Vice President and Chief Financial Officer; Anheuser-Busch Companies, Inc.
Thomas W. Santel*	President and Chief Executive Officer of Anheuser-Busch International, Inc. and Vice President - Corporate Planning of Anheuser-Busch Companies, Inc.
Stephen J. Burrows*	Chief Executive Officer and President; Anheuser-Busch Asia, Inc.
Mark T. Bobak*	Group Vice President and Chief Legal Officer; Anheuser-Busch Companies, Inc.
Douglas J. Muhleman*	Group Vice President - Brewing Operations and Technology; Anheuser-Busch, Incorporated
Francine I. Katz*	Vice President - Communications and Consumer Affairs; Anheuser-Busch, Incorporated
Keith M. Kasen*	Chairman of the Board and President; Busch Entertainment Corporation
Joseph P. Castellano*	Vice President and Chief Information Officer; Anheuser-Busch, Incorporated
Michael J. Owens*	Vice President - Business Operations; Anheuser-Busch, Incorporated

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Anthony T. Ponturo*	Vice President - Global Media and Sports Marketing; Anheuser-Busch, Incorporated
John F. Kelly*	Vice President and Controller; Anheuser-Busch Companies, Inc.
Marlene V. Coulis*	Vice President - Consumer Strategy and Innovation; Anheuser-Busch, Incorporated
Michael S. Harding*	Chief Executive Officer and President; Anheuser-Busch Packaging Group, Inc.
Robert C. Lachky*	Executive Vice President - Global Industry Development; Anheuser-Busch, Incorporated
David A. Peacock*	Vice President - Marketing; Anheuser-Busch, Incorporated
John T. Farrell*	Vice President - Corporate Human Resources; Anheuser-Busch Companies, Inc.

* 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. 5)

NON-EMPLOYEE DIRECTORS

OF ANHEUSER-BUSCH COMPANIES, INC.

(As of October 1, 2007)

<u>NAME AND BUSINESS ADDRESS</u>	<u>POSITION WITH THE COMPANY</u>	<u>PRINCIPAL OCCUPATION</u>
August A. Busch III One Busch Place St. Louis, MO 63118	Director	Retired Chairman of the Board and Chief Executive Officer of Anheuser-Busch Companies, Inc.
Carlos Fernandez G. Campos Eliseos No. 400 piso 18 Lomas de Chapultepec Mexico, D.F., 110000	Director	Chairman of the Board and CEO of Grupo Modelo, S.A.B. de C.V.
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	Retired 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

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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. 5)

NON-EMPLOYEE DIRECTORS

OF ANHEUSER-BUSCH COMPANIES, INC.

(As of October 1, 2007)

(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
Henry Hugh Shelton c/o Anheuser-Busch Companies, Inc. One Busch Place St. Louis, Missouri 63118-1852	Director	Retired 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	Retired 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	Director	Retired Chairman of the Board of J.P. Morgan Chase & Company

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11th Floor
New York, NY 10154
Edward E. Whitacre, Jr.
175 E. Houston, Suite 1300
San Antonio, TX 78205

Director

Retired Chairman and Chief Executive Officer
of AT & T, Inc.