

REDHOOK ALE BREWERY INC
Form SC 13D/A
June 23, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

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)

June 20, 2008
(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).

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) ..

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) ..

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

2,761,713

8. Shared Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

- 0 -

9. Sole Dispositive Power

2,761,713 *

10. Shared Dispositive Power

- 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) ..

13. Percent of Class Represented by Amount in Row (11)

33.2%

14. Type of Reporting Person (See Instructions)

CO

CUSIP No. 757473 10 3

1. Names of Reporting Persons.

Busch Investment Corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

2,761,713

Number of
Shares

8. Shared Voting Power

Beneficially
Owned by
Each

- 0 -

9. Sole Dispositive Power

Reporting
Person

2,761,713 *

10. Shared Dispositive Power

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)

13. Percent of Class Represented by Amount in Row (11)

33.1 %

14. Type of Reporting Person (See Instructions)

CO

CUSIP No. 757473 10 3

Pursuant to Rule 13d-2(a) under the Securities Exchange Act of 1934, this Amendment No. 6 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, Amendment No. 4 dated January 3, 2007 and Amendment No. 5 dated November 13, 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:

The consummation of the merger between the Company and Widmer requires approval by their respective shareholders. Busch Investment Corporation is the holder of the shares of the Company and Widmer held by the Busch Entities, and Busch Investment Corporation intends to vote all shares held by it in the Company and Widmer to approve the merger.

Pursuant to the separate contractual arrangements between the Busch Entities and the Company and Widmer, the consent of the Busch Entities is required for the consummation of the merger. The Busch Entities have reached an agreement in principal with the Company, Widmer and CBA for the required consent and amendment of these contractual arrangements. A form of the consent and amendment that the Busch Entities expect to execute and deliver is attached as Exhibit 1.

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.

Exhibit 1 Form of Consent and Amendment

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: June 20, 2008

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

Schedule I
(Amendment No. 6)

EXECUTIVE OFFICERS AND DIRECTORS OF
BUSCH INVESTMENT CORPORATION

| 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 |
|------------------|-----------|

| | |
|------------------|---------------------|
| Daniel T. Kraus* | Assistant 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.

Schedule II
(Amendment No. 6)

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

| 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* | President and Chief Executive Officer; Anheuser-Busch Asia, 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 Chief Executive Officer; 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 |
| 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.

Gary L. Rutledge*

Vice President – Legal and Governmental Affairs

* The business address of each such person is One Busch Place, St. Louis, Missouri 63118-1852

Schedule II (Cont'd)
(Amendment No. 6)

NON-EMPLOYEE DIRECTORS
OF ANHEUSER-BUSCH COMPANIES, INC.

| NAME AND BUSINESS ADDRESS | POSITION WITH THE COMPANY | PRINCIPAL OCCUPATION |
|--|---------------------------|---|
| 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. |
| James J. Forese 1455 Pennsylvania Avenue, N.W. Suite 350 Washington, DC 20004 | Director | Operating Partner and Chief Operating Officer of Thayer Capital Partners |
| 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 |
| 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 35th 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 | Vice chairman and partner of Gleacher Partners LLC |

Schedule II (Cont'd)
(Amendment No. 6)

NON-EMPLOYEE DIRECTORS
OF ANHEUSER-BUSCH COMPANIES, INC.
(Continued)

| NAME AND BUSINESS ADDRESS | POSITION WITH THE COMPANY | PRINCIPAL OCCUPATION |
|---|---------------------------|---|
| 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 11th Floor New York, NY 10154 | Director | Retired Chairman of the Board of J.P. Morgan Chase & Company |
| Edward E. Whitacre, Jr. 175 E. Houston, Suite 1300 San Antonio, TX 78205 | Director | Retired Chairman and Chief Executive Officer of AT&T, Inc. |

Exhibit Index

Item 7. Material to be filed as Exhibits

Exhibit 99.1 Form of Consent and Amendment