

ANHEUSER-BUSCH COMPANIES, INC.

Form S-8

May 03, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON
MAY 3, 2005

Registration Statement No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

ANHEUSER-BUSCH COMPANIES, INC.
(Exact name of registrant as specified in its
charter)

Delaware
(State or other jurisdiction
of incorporation or organization
No.)

43-1162835
(IRS Employer
Identification
No.)

One Busch Place
St. Louis, Missouri 63118
(Address of principal executive offices)

ANHEUSER-BUSCH COMPANIES, INC.
1998 INCENTIVE STOCK PLAN
(Full title of the plan)

JoBeth G. Brown, Esq.
Vice President and Secretary
Esq.
Anheuser-Busch Companies, Inc.
Partnership LLP
One Busch Place
Avenue, 7th Fl
St. Louis, Missouri 63118
Missouri 63101
(Name and address of agent for service)

Copies to:
Geetha Rao Sant,

The Stolar

911 Washington
St. Louis,

CALCULATION OF REGISTRATION FEE

Title of Amount of class of registra- securities tion fee to be registered	Amount to be Registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price
Common Stock,			

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\$1 Par Value Per				
Share	32,000,000	\$46.60*	\$1,491,200,000.00	
\$176,514.24				
	Shares			

* Estimated solely for purposes of calculating the registration fee. In accordance with Rule 457(h)(1), the proposed offering price of shares was based on the average of the high and low prices reported on the New York Stock Exchange for April 29, 2005.

PART I

The Section 10(a) prospectus relating to the Plan is omitted from this Registration Statement pursuant to the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference

The following documents are incorporated in this registration statement by reference:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2004.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 2004.

(c) The description of the Registrant's shares of common stock contained in the Registrant's registration statement filed under the Securities Exchange Act of 1934, file no. 1-7823, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Item 4. Description of Securities

The Registrant's common stock is registered under Section 12 of the Securities Exchange Act of 1934, as amended.

Item 5. Interests of Named Experts and Counsel

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PricewaterhouseCoopers LLP, the Registrant's independent registered public accounting firm, have no interest in the Registrant.

The Stolar Partnership LLP has passed upon the legality of the shares offered under this registration statement. Attorneys and non-clerical personnel at The Stolar Partnership LLP who have participated in the preparation of the opinion have, collectively, a combined direct and indirect interest in the Registrant.

II-1

Item 6. Indemnification of Directors and Officers

The Delaware General Corporation Law permits the indemnification by a Delaware corporation of its directors, officers, employees and other agents against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than derivative actions which are by or in the right of the corporation) if they acted in good faith in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard of care is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) incurred in connection with defense or settlement of such an action and requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The Delaware General Corporation Law requires a Delaware corporation to indemnify a present or former director or officer against expenses (including attorneys' fees) to the extent that such present or former director or officer has been successful on the merits or otherwise in the defense of any civil, criminal, administrative, or investigative action, suit, or proceeding, including any derivative action or suit by or in the right of the corporation.

The Registrant's Restated Certificate of Incorporation provides that each person who was or is made a party to, or is involved in, any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Registrant (or the fact that such director or officer is or was serving at the request of the Registrant as a director, officer, employee or agent for another entity) while serving in such capacity will be indemnified and held harmless by the Registrant to the full extent authorized or permitted by Delaware law. The Restated Certificate also provides that the Registrant may purchase and maintain insurance, may also create a trust fund, grant a security interest and/or use other means (including establishing letters of credit, surety bonds and other similar

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arrangements), and may enter into contracts providing for indemnification to the fullest extent permitted by Delaware law, to ensure full payment of indemnifiable amounts. The Registrant has entered into indemnification agreements with its directors and its executive officers.

Item 7. Exemptions from Registration Claimed

Not Applicable.

II-2

Item 8. Exhibits

All Exhibits are listed in the Exhibit Index at the end of this Part II.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective

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registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8, or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

Provided further, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is for an offering of asset-backed securities on Form S-1 or Form S-3, and the information required to be included in a post-effective amendment is provided pursuant to Item 1100(c) of Regulation AB.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

II-3

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the

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Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

II-4

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on May 3, 2005.

ANHEUSER-BUSCH COMPANIES, INC.
By: /s/ JOBETH G.
(JoBeth G.
Vice President and Secretary)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
Patrick T. Stokes* 27, 2005 (Patrick T. Stokes)	President and Chief Executive Officer and Director (Principal Executive Officer)	April

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W. Randolph Baker*
27, 2005
(W. Randolph Baker)

Vice President
and Chief Financial
Officer (Principal
Financial Officer)

April

John F. Kelly*
27, 2005
(John F. Kelly)

Vice President and
Controller (Principal
Accounting Officer)

April

II-5

August A. Busch III*
27, 2005
(August A. Busch III)

Chairman of the Board
and Director

April

Carlos Fernandez G.*
27, 2005
(Carlos Fernandez G.)

Director

April

James J. Forese*
27, 2005
(James J. Forese)

Director

April

John E. Jacob*
27, 2005
(John E. Jacob)

Director

April

James R. Jones*
27, 2005
(James R. Jones)

Director

April

Charles F. Knight*
27, 2005
(Charles F. Knight)

Director

April

Vernon R. Loucks, Jr.*
27, 2005
(Vernon R. Loucks, Jr.)

Director

April

Vilma S. Martinez*
27, 2005
(Vilma S. Martinez)

Director

April

William Porter Payne*
27, 2005
(William Porter Payne)

Director

April

Joyce M. Roche'*
27, 2005
(Joyce M. Roche')

Director

April

Henry Hugh Shelton*
27, 2005
(Henry Hugh Shelton)

Director

April

Andrew C. Taylor*
Director

April

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27, 2005
(Andrew C. Taylor)

Director

Douglas A. Warner III

Edward E. Whitacre, Jr.* Director April
27, 2005
(Edward E. Whitacre, Jr.)

* By: /s/ JOBETH G. BROWN
JoBeth G. Brown
Attorney-in-Fact

II-6

EXHIBIT INDEX

Exhibit 4.1

Anheuser-Busch Companies, Inc. 1998 Incentive Stock Plan
(Restated to reflect a 2-for-1 stock split effective
September 18, 2000 and amendments effective April 25, 2001,
April 23, 2003 and April 27, 2005).

Exhibit 5.1

Opinion and consent of The Stolar Partnership LLP,
concerning the legality of the shares of common stock being
registered hereunder.

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm.

Exhibit 24.1

Power of Attorney executed by certain directors and officers
of the Registrant.

II-7

Opt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="left">Redemption Date:

None

Agent's Commission:

None

Form of Note:
Certificated

(Book-Entry or Certificated)

Other Terms:
None

Medium-Term Notes, Series D may be issued by the Company in an unlimited aggregate principal amount.

Validity of the Medium-Term Note

In the opinion of Hogan Lovells US LLP, as counsel to the Company, when the notes offered by this pricing supplement have been executed and issued by the Company and authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such notes will constitute valid and binding obligations of the Company, subject to bankruptcy, insolvency, reorganization, receivership, moratorium and other laws affecting creditors' rights (including, without limitation, the effect of statutory and other law regarding fraudulent conveyances, fraudulent transfers and preferential transfers), and by the exercise of judicial discretion and the application of principles of equity, good faith, fair dealing, reasonableness, conscionability and materiality (regardless of whether the applicable agreements are considered in a proceeding in equity or at law).

This opinion is based as to matters of law solely on applicable provisions of the following, as currently in effect: (i) the District of Columbia Cooperative Association Act, as amended (the "Cooperative Association Act") and (ii) the laws of the State of New York (but not including any laws, statutes, ordinances, administrative decisions, rules or regulations of any political subdivision below the state level). In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the indenture and its authentication of the notes and the validity, binding nature and enforceability of the indenture with respect to the trustee, all as stated in the letter of such counsel dated November 10, 2014, which has been filed as an exhibit to a Current Report on Form 8-K by the Company on November 10, 2014.