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ANDINA BOTTLING CO INC
Form SC 13D
May 04, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6) (1)

Embotelladora Andina S.A.
(Name of Issuer)
Common Stock, No Par Value
(Title of Class of Securities)
None *
(CUSIP Number)

* CUSIP number for American Depositary Shares representing
Series A Common Stock is
29081P 20 4
CUSIP number for American Depositary Shares representing
Series B Common Stock is
29081P 30 3

Gary P. Fayard
Executive Vice President and Chief Financial Officer
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, Georgia 30313
(404) 676-2121
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

With a copy to:
Parth S. Munshi, Esq.
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, Georgia 30313
(404) 676-2121

April 30, 2004
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box [].

(1) 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).

SCHEDULE 13D
CUSIP No. - None (1)

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- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
The Coca-Cola Company
58-0628465
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
N/A
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)
N/A []
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware
- | | |
|--------------|---|
| NUMBER OF | 7 SOLE VOTING POWER |
| SHARES | 41,962,864 shares of Series A Common Stock, no par value, and |
| BENEFICIALLY | 41,962,864 shares of Series B Common Stock, no par value |
| OWNED BY | (See Attachment A) |
| EACH | 8 SHARED VOTING POWER |
| REPORTING | None |
| PERSON | 9 SOLE DISPOSITIVE POWER |
| WITH | 41,962,864 shares of Series A Common Stock, no par value, and |
| | 41,962,864 shares of Series B Common Stock, no par value |
| | (See Attachment A) |
- 10 SHARED DISPOSITIVE POWER
None
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
41,962,864 shares of Series A Common Stock, no par value, and
41,962,864 shares of Series B Common Stock, no par value
(See Attachment A)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.0% of Series A Stock outstanding;
11.0% of Series B Stock outstanding
(See Attachment B)
- 14 TYPE OF REPORTING PERSON*
CO

(1) CUSIP numbers for American Depositary Shares representing Series A Common Stock and Series B Common Stock are, respectively, 29081P 20 4, and 29081P 30 3.

*SEE INSTRUCTIONS BEFORE FILLING OUT

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SCHEDULE 13D
CUSIP No. - None (1)

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- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Coca-Cola Interamerican Corporation
13-1940209
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
N/A
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) []
N/A
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
- 7 SOLE VOTING POWER
41,962,864 shares of Series A Common Stock, no par value, and
41,962,864 shares of Series B Common Stock, no par value
(See Attachment A)
- 8 SHARED VOTING POWER
None
- 9 SOLE DISPOSITIVE POWER
41,962,864 shares of Series A Common Stock, no par value, and
41,962,864 shares of Series B Common Stock, no par value
(See Attachment A)
- 10 SHARED DISPOSITIVE POWER
None
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
41,962,864 shares of Series A Common Stock, no par value, and
41,962,864 shares of Series B Common Stock, no par value
(See Attachment A)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.0% of Series A Stock outstanding;
11.0% of Series B Stock outstanding
(See Attachment B)
- 14 TYPE OF REPORTING PERSON*
CO

(1) CUSIP numbers for American Depositary Shares representing Series A Common Stock and Series B Common Stock are, respectively, 29081P 20 4, and 29081P 30 3.

*SEE INSTRUCTIONS BEFORE FILLING OUT

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SCHEDULE 13D
CUSIP No. - None (1)

1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
The Coca-Cola Export Corporation
13-1525101

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)]
(b)]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2 (d) OR 2 (e) []
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		41,962,864 shares of Series A Common Stock, no par value, and
BENEFICIALLY		41,962,864 shares of Series B Common Stock, no par value
OWNED BY		(See Attachment A)
EACH	8	SHARED VOTING POWER
REPORTING		None
PERSON	9	SOLE DISPOSITIVE POWER
WITH		41,962,864 shares of Series A Common Stock, no par value, and
		41,962,864 shares of Series B Common Stock, no par value
		(See Attachment A)
	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
41,962,864 shares of Series A Common Stock, no par value, and
41,962,864 shares of Series B Common Stock, no par value
(See Attachment A)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.0% of Series A Stock outstanding;
11.0% of Series B Stock outstanding
(See Attachment B)

14 TYPE OF REPORTING PERSON*
CO

(1) CUSIP numbers for American Depositary Shares representing Series A Common
Stock and Series B Common Stock are, respectively, 29081P 20 4, and 29081P 30 3.

*SEE INSTRUCTIONS BEFORE FILLING OUT

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SCHEDULE 13D
CUSIP No. - None (1)

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Servicios Y Productos Para Bebidas Refrescantes S.R.L. (formerly

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known as Coca-Cola de Argentina S.A.)
(TIN - n/a)

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
N/A
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)
N/A []
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of Argentina

NUMBER OF 7 SOLE VOTING POWER
SHARES 41,962,864 shares of Series A Common Stock, no par value, and
BENEFICIALLY 41,962,864 shares of Series B Common Stock, no par value
OWNED BY (See Attachment A)
EACH 8 SHARED VOTING POWER
REPORTING None
PERSON 9 SOLE DISPOSITIVE POWER
WITH 41,962,864 shares of Series A Common Stock, no par value, and
41,962,864 shares of Series B Common Stock, no par value
(See Attachment A)
10 SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
41,962,864 shares of Series A Common Stock, no par value, and
41,962,864 shares of Series B Common Stock, no par value
(See Attachment A)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.0% of Series A Stock outstanding;
11.0% of Series B Stock outstanding
(See Attachment B)

14 TYPE OF REPORTING PERSON*
CO

(1) CUSIP numbers for American Depositary Shares representing Series A Common
Stock and Series B Common Stock are, respectively, 29081P 20 4, and 29081P 30 3.

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Coca-Cola Interamerican Corporation owns directly in the aggregate 40,552,802 shares of Series A Common Stock, no par value ("Series A Stock"), and 40,552,802 shares of Series B Common Stock, no par value ("Series B Stock"), of Embotelladora Andina S.A. ("Andina"). Servicios Y Productos Para Bebidas Refrescantes S.R.L. (formerly known as Coca-Cola de Argentina S.A.) owns directly in the aggregate 1,410,062 shares of Series A Stock and 1,410,062 shares of Series B Stock. Servicios Y Productos Para Bebidas Refrescantes S.R.L. is a wholly owned subsidiary of The Coca-Cola Export Corporation; and The Coca-Cola Export Corporation and Coca-Cola Interamerican Corporation each are wholly owned subsidiaries of The Coca-Cola Company.

ATTACHMENT B

The Reporting Persons have been informed by Andina that as of August 28, 2003, a total of 380,137,271 shares of Series A Stock were outstanding and a total of 380,137,271 shares of Series B Stock were outstanding.

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AMENDMENT NO. 6
TO
STATEMENT PURSUANT TO RULE 13d-1 AND RULE 13d-2
OF THE
GENERAL RULES AND REGULATIONS
UNDER THE
SECURITIES EXCHANGE ACT OF 1934

This Amendment No. 6 amends and supplements the original Schedule 13D filed on May 18, 1987 by The Coca-Cola Company, as amended by Amendments 1 through 5 (the "Schedule 13D"). Terms used herein and not otherwise defined shall have the meanings ascribed to them in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 is hereby amended and restated as follows:

This statement is being filed by The Coca-Cola Company ("KO"), KO's direct wholly owned subsidiaries, Coca-Cola Interamerican Corporation ("Interamerican") and The Coca-Cola Export Corporation ("Export"), each of which companies is a Delaware corporation having its principal executive offices at One Coca-Cola Plaza, Atlanta, Georgia 30313, telephone (404)676-2121, and KO's indirect wholly owned subsidiary, Servicios Y Productos Para Bebidas Refrescantes S.R.L. (formerly known as Coca-Cola de Argentina S.A.) ("CC Argentina"), an Argentine limited partnership having its principal executive offices at Paraguay 733, 1057 Buenos Aires, Argentina, telephone 541-319-2000. (CC Argentina, together with KO, Interamerican and Export, the "Reporting Persons").

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KO is the largest manufacturer, distributor and marketer of nonalcoholic beverage concentrates and syrups in the world. KO also markets and distributes juices and juice drinks and certain water products.

Certain information with respect to the directors and executive officers of the Reporting Persons is set forth in Exhibit 99.1 attached hereto (which replaces in its entirety the previously filed Exhibit 99.1), including each director's and executive officer's business address, present principal occupation or employment, citizenship and other information.

None of the Reporting Persons nor, to the best of their knowledge, any director, executive officer or controlling person of any of the Reporting Persons has, during the last five years, been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding any Reporting Person or any director, executive officer or controlling person of any Reporting Person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, or finding any violation with respect to federal or state securities laws.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended and supplemented by adding to the information previously filed under this Item the following:

A subsidiary of KO ("KO Sub") and Andina signed a non-binding letter of intent on April 30, 2004 with respect to a proposed transaction in which KO Sub and Andina would exchange certain bottling assets. The letter of intent is attached hereto as Exhibit 99.2. Until definitive documentation

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is executed, the parties have no binding legal obligation to close the proposed transaction. There can be no assurances that an agreement with respect to such a transaction will be reached, or, if an agreement is reached, that it will be on terms consistent with those described above or that any transaction will be consummated.

KO invests in bottling operations such as Andina in order to maximize the strength and efficiency of its production, distribution and marketing systems around the world. In line with this bottling strategy, KO regularly reviews its options relating to its investments in bottling operations throughout the world, including its investment in Andina. As part of this review, KO from time to time may consider, evaluate and propose various possible transactions involving Andina or its subsidiaries, which could include, without limitation:

- (i) the possible acquisition of additional securities of Andina, or the disposition of securities of Andina;
- (ii) possible extraordinary corporate transactions (such as a merger, consolidation or reorganization) involving Andina or any of its subsidiaries, including with other bottling companies in which one or more of the Reporting Persons may have a direct or indirect equity interest; or

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(iii) the possible acquisition by Andina or its subsidiaries of assets or interests in one or more bottling companies, including other bottling companies in which one or more of the Reporting Persons may have a direct or indirect equity interest, or the possible sale of assets or bottling operations by Andina or its subsidiaries.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended and supplemented by adding to the information previously filed under this Item the following:

Exhibit 99.1 - Directors and Executive Officers of the Reporting Persons

Exhibit 99.2 - Letter of Intent, dated as of April 30, 2004, between Recofarma Industria Do Amazonas Ltda and Embotelladora Andina S.A.

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SIGNATURES

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.

THE COCA-COLA COMPANY

By: /s/ David M. Taggart
David M. Taggart
Vice President and Treasurer

Date: May 3, 2004

COCA-COLA INTERAMERICAN CORPORATION

By: /s/ David M. Taggart
David M. Taggart
Vice President and Treasurer

Date: May 3, 2004

THE COCA-COLA EXPORT CORPORATION

By: /s/ David M. Taggart
David M. Taggart
Vice President and Treasurer

Date: May 3, 2004

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SERVICIOS Y PRODUCTOS PARA BEBIDAS
REFRESCANTES S.R.L.

By: /s/ James Quincey
James Quincey
Principal Manager

Date: May 3, 2004

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EXHIBIT INDEX

EXHIBIT	DESCRIPTION
Exhibit 99.1	- Directors and Executive Officers of the Reporting Persons.
Exhibit 99.2	- Letter of Intent, dated as of April 30, 2004, between Recofarma Industria Do Amazonas Ltda and Embotelladora Andina S.A.