

Coca-Cola HBC AG  
Form SC 13G/A  
February 14, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Amendment No. 3)\***

**Under the Securities Exchange Act of 1934**

**Coca-Cola HBC AG**

(Name of Issuer)

**Ordinary shares of nominal value CHF6.70 per ordinary share**

(Titles of Class of Securities)

**191223106**

(CUSIP Number)

**December 31, 2013**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

x Rule 13d-1(d)

(continued on following pages)

(Page 1 of 13)

\* The remainder of this cover page shall be filled out of 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 in 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, as amended (the "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.**                      **13G**  
**191223106**

NAME OF  
 REPORTING PERSON

1            I.R.S.  
 IDENTIFICATION NO.  
 OF ABOVE PERSON  
 (ENTITIES ONLY)

The Coca-Cola Company  
 CHECK THE  
 APPROPRIATE BOX IF  
 A MEMBER OF A  
 GROUP

2            a) £

b) £

3            SEC USE ONLY  
 CITIZENSHIP OR  
 PLACE OF  
 4            ORGANIZATION

Delaware

NUMBER            SOLE  
 OF            5            VOTING  
    POWER

SHARES            - 0 -  
    SHARED  
 BENEFICIALLY VOTING  
    6            POWER

OWNED  
 BY                            85,112,078  
    SOLE  
 EACH                            7            DISPOSITIVE  
    POWER

REPORTING  
    - 0 -  
 PERSON            8            SHARED  
    DISPOSITIVE

WITH: POWER

85,112,078

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

9

85,112,078

CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

10

11

23.15% (1)  
TYPE OF REPORTING  
PERSON

12

CO

(1) Based on a total of approximately 367,690,225 HBC AG Shares (as defined below) outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Securities and Exchange Commission (the "Commission") on January 13, 2014.

**13G**

**CUSIP No.**  
**191223106**

NAME OF  
REPORTING PERSON

1 I.R.S.  
IDENTIFICATION NO.  
OF ABOVE PERSON  
(ENTITIES ONLY)

The Coca-Cola Export  
Corporation  
CHECK THE  
APPROPRIATE BOX IF  
A MEMBER OF A  
GROUP

2 a) £

b) £

3 SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF  
4 ORGANIZATION

Delaware

NUMBER OF 5 SOLE  
VOTING  
POWER

SHARES - 0 -  
SHARED  
BENEFICIALLY VOTING  
6 POWER

OWNED BY EACH 7  
85,112,078  
SOLE  
DISPOSITIVE  
POWER

REPORTING PERSON 8  
WITH: - 0 -  
SHARED  
DISPOSITIVE  
POWER

85,112,078  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
9 REPORTING PERSON

85,112,078

CHECK BOX IF THE  
AGGREGATE  
10 AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

23.15% (2)  
TYPE OF REPORTING  
PERSON

12

CO

(2) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

**CUSIP No.**                      **13G**  
**191223106**

NAME OF  
REPORTING PERSON

1            I.R.S.  
IDENTIFICATION NO.  
OF ABOVE PERSON  
(ENTITIES ONLY)

Atlantic Industries  
CHECK THE  
APPROPRIATE BOX IF  
A MEMBER OF A  
GROUP

2            a) £

b) £

3            SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF  
4            ORGANIZATION

Cayman Islands

NUMBER            SOLE  
OF            5            VOTING  
   POWER

SHARES            - 0 -  
   SHARED  
BENEFICIALLY VOTING  
6            6            POWER

OWNED  
BY            - 0 -  
   SOLE  
EACH            DISPOSITIVE  
7            7            POWER

REPORTING  
PERSON 8            - 0 -  
   SHARED  
   DISPOSITIVE



WITH: POWER

- 0 -

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

- 0 -

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW 9

12 0% (3)  
TYPE OF REPORTING  
PERSON

CO

(3) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

**CUSIP No.**                      **13G**  
**191223106**

NAME OF  
 REPORTING PERSON

1            I.R.S.  
 IDENTIFICATION NO.  
 OF ABOVE PERSON  
 (ENTITIES ONLY)

Barlan, Inc.  
 CHECK THE  
 APPROPRIATE BOX IF  
 A MEMBER OF A  
 GROUP

2            a) £

b) £

3            SEC USE ONLY  
 CITIZENSHIP OR  
 PLACE OF  
 4            ORGANIZATION

Delaware

NUMBER            SOLE  
 OF            5            VOTING  
    POWER

SHARES            - 0 -  
    SHARED  
 BENEFICIALLY VOTING  
    6            POWER

OWNED  
 BY     85,112,078  
    SOLE  
 EACH     DISPOSITIVE  
    7            POWER

REPORTING  
    - 0 -  
 PERSON            8            SHARED  
    DISPOSITIVE

WITH: POWER

85,112,078

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

9

85,112,078

CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

10

11

23.15% (4)  
TYPE OF REPORTING  
PERSON

12

CO

(4) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

CUSIP No. 13G  
191223106

NAME OF  
REPORTING PERSON

1 I.R.S.  
IDENTIFICATION NO.  
OF ABOVE PERSON  
(ENTITIES ONLY)

Refreshment Product  
Services, Inc.  
CHECK THE  
APPROPRIATE BOX IF  
A MEMBER OF A  
GROUP

2 a) £

b) £

3 SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF  
4 ORGANIZATION

Delaware

NUMBER OF 5 SOLE  
VOTING  
POWER

SHARES - 0 -  
SHARED  
BENEFICIALLY VOTING  
6 POWER

OWNED BY EACH 7 SOLE  
DISPOSITIVE  
POWER

REPORTING PERSON 8 - 0 -

WITH: SHARED  
DISPOSITIVE  
POWER

85,112,078

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

85,112,078

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW 9

12 23.15% (5)  
TYPE OF REPORTING  
PERSON

CO

(5) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

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**CUSIP No.** 13G  
**191223106**

NAME OF  
 REPORTING PERSON

1 I.R.S.  
 IDENTIFICATION NO.  
 OF ABOVE PERSON  
 (ENTITIES ONLY)

Coca-Cola Overseas  
 Parent Limited  
 CHECK THE  
 APPROPRIATE BOX IF  
 A MEMBER OF A  
 GROUP

2 a) £

b) £

3 SEC USE ONLY  
 CITIZENSHIP OR  
 PLACE OF  
 4 ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES - 0 - SHARED BENEFICIALLY VOTING POWER 6

OWNED BY EACH 7 REPORTING PERSON 8 SOLE DISPOSITIVE POWER

- 0 -



WITH: SHARED  
DISPOSITIVE  
POWER

85,112,078

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

85,112,078

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW 9

12 23.15% (6)  
TYPE OF REPORTING  
PERSON

CO

(6) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

**CUSIP No.**                      **13G**  
**191223106**

NAME OF  
 REPORTING PERSON

1            I.R.S.  
 IDENTIFICATION NO.  
 OF ABOVE PERSON  
 (ENTITIES ONLY)

CCHBC Grouping, Inc.  
 CHECK THE  
 APPROPRIATE BOX IF  
 A MEMBER OF A  
 GROUP

2            a) £

b) £

3            SEC USE ONLY  
 CITIZENSHIP OR  
 PLACE OF  
 4            ORGANIZATION

Delaware

NUMBER            SOLE  
 OF            5            VOTING  
    POWER

SHARES            - 0 -  
    SHARED  
 BENEFICIALLY VOTING  
    6            POWER

OWNED  
 BY     85,112,078  
    SOLE  
 EACH     DISPOSITIVE  
    7            POWER

REPORTING  
    - 0 -  
 PERSON            8            SHARED  
    DISPOSITIVE

WITH: POWER

85,112,078

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

9

85,112,078

CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

10

11

23.15% (7)  
TYPE OF REPORTING  
PERSON

12

CO

(7) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

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This Amendment No. 3 to Schedule 13G (as amended, this “Schedule 13G”) relates to ordinary shares (“HBC AG Shares”) issued by Coca-Cola HBC AG (“HBC AG”), as successor to Coca-Cola Hellenic Bottling Co. (“CCHBC”) and amends and restates the Schedule 13G filed on behalf of The Coca-Cola Company (“TCCC”), TCCC’s direct wholly owned subsidiary The Coca-Cola Export Corporation (“ExportCo”), and TCCC’s indirect wholly owned subsidiaries Atlantic Industries (“Atlantic”), Barlan, Inc. (“Barlan”), Refreshment Product Services, Inc. (“RPS”), Coca-Cola Overseas Parent Limited (“Overseas Parent”) and CCHBC Grouping, Inc. (“Grouping” and collectively, the “Reporting Persons”) with respect to ordinary shares issued by HBC AG, as successor to CCHBC.

Item 1.

**(a) Name of Issuer**

Coca-Cola HBC AG

**(b) Address of Issuer’s Principal Executive Offices**

Baarerstrasse 14, CH-6300 Zug, Switzerland

Item 2.

**(a) Name of Person Filing**

This Schedule 13G is filed on behalf of the Reporting Persons with respect to HBC AG Shares, as successor to CCHBC, and amends and restates the Schedule 13G filed on behalf of the Reporting Persons with respect to ordinary shares issued by CCHBC.

ExportCo owns 100% of each of Overseas Parent, RPS, Barlan and Atlantic, and ExportCo, Overseas Parent, RPS and Barlan together own 100% of Grouping. Because of the relationship between each of Overseas, Parent, RPS and Barlan with Grouping, each may be deemed to share beneficial ownership of the HBC AG Shares held by Grouping.

On April 26, 2013, as a result of the termination of the Amended and Restated Shareholders’ Agreement, dated December 29, 2008 between Kar-Tess Holding S.A. (“Kar-Tess”) and the Reporting Persons, the Reporting Persons no longer may be deemed to have beneficial ownership of ordinary shares held by Kar-Tess and its affiliates.

Also in April 2013, TCCC consolidated all of its holdings in HBC AG from ExportCo, Overseas Parent, Barlan, RPS and Atlantic to Grouping, which is wholly owned, directly or indirectly, by such transferors other than Atlantic. As such, Atlantic no longer beneficially owns any HBC AG Shares.

**(b) Address of the Principal Office or, if none, residence**

The principal business address of each of the Reporting Persons other than Atlantic is:

*c/o* The Coca-Cola Company

One Coca-Cola Plaza

Atlanta, Georgia 30313

The principal business address of Atlantic is:

135 South Church Street

George Town, Grand Cayman

Cayman Islands, BWI, KY1-1104

**(c) Citizenship**

See response to Item 4 of each of the cover pages.

**(d) Title of Class of Securities**

Ordinary shares of nominal value CHF6.70 per ordinary share.

**(e) CUSIP Number**

191223106

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a(n):**

(a)  Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).

(b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).

(c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c). Company Act of 1940 (15 U.S.C 80a-8).

(d)  Investment company registered under Section 8 of the Investment

(e)  Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f)  Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g)  Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

(h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (13 U.S.C. 1813).

(i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).

(j)  Non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

(k) Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_



Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) **Amount beneficially owned:**

See responses to Item 9 on each cover page.

(b) **Percent of class:**

See responses to Item 11 on each cover page.

(c) Number of shares as to which the person has:

(i) **Sole power to vote or to direct the vote:**

See responses to Item 5 on each cover page.

(ii) **Shared power to vote or to direct the vote:**

See responses to Item 6 on each cover page.

(iii) **Sole power to dispose or to direct the disposition of :**

See responses to Item 7 on each cover page.

(iv) **Shared power to dispose or to direct the disposition of:**

See responses to Item 8 on each cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See Item 2(a)

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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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.

Dated: February 14, 2014

THE COCA-COLA COMPANY

By: /s/ Christopher P. Nolan  
Name: Christopher P. Nolan  
Title: Authorized Officer

THE COCA-COLA EXPORT CORPORATION

By: /s/ Christopher P. Nolan  
Name: Christopher P. Nolan  
Title: Authorized Officer

ATLANTIC INDUSTRIES

By: /s/ Christopher P. Nolan  
Name: Christopher P. Nolan  
Title: Authorized Officer and Director

REFRESHMENT PRODUCT SERVICES, INC

By: /s/ Christopher P. Nolan  
Name: Christopher P. Nolan  
Title: Authorized Officer

BARLAN, INC.

By: /s/ Christopher P. Nolan  
Name: Christopher P. Nolan  
Title: Authorized Officer

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COCA-COLA OVERSEAS PARENT LIMITED

By: /s/ Christopher P. Nolan  
Name: Christopher P. Nolan  
Title: Authorized Officer

CCHBC GROUPING, INC.

By: /s/ Christopher P. Nolan  
Name: Christopher P. Nolan  
Title: Authorized Officer

