

COCA-COLA HELLENIC BOTTLING CO SA
Form SC TO-T/A
April 26, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Amendment No. 5 to

SCHEDULE TO

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

COCA-COLA HELLENIC BOTTLING COMPANY S.A.

(Name of Subject Company (Issuer))

COCA-COLA HBC AG

KAR-TESS HOLDING

(Name of Filing Persons (Offerors))

**Ordinary shares of nominal value 1.01 per ordinary share
American depositary shares (ADSs), each ADS representing one ordinary share**

(Title of Classes of Securities)

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GRS104003009 (Ordinary Shares)

(ISIN of Class of Securities)

1912EP104 (American Depositary Shares, each representing one Ordinary Share)

(CUSIP Number of Class of Securities)

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(Name, address, and telephone numbers of person authorized to receive

notices and communications on behalf of filing persons)

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CALCULATION OF FILING FEE

Transaction Valuation*
\$4,228,065,571

Amount of Filing Fee**
\$117,066.36

* Estimated for purposes of calculating the registration fee only. This amount is based on the product of (i) 158,058,526 ordinary shares (Coca-Cola Hellenic Shares) of Coca-Cola Hellenic Bottling Company S.A. (Coca-Cola Hellenic), including Coca-Cola Hellenic Shares represented by Coca-Cola Hellenic American depositary shares (Coca-Cola Hellenic ADSs), estimated to be acquired by Coca-Cola HBC AG (Coca-Cola HBC) upon the consummation of the U.S. offer if Coca-Cola Hellenic Shares and Coca-Cola Hellenic ADSs are exchanged for all Coca-Cola HBC ordinary shares (Coca-Cola HBC Shares), including Coca-Cola HBC Shares represented by Coca-Cola HBC American depositary shares, offered in the U.S. offer and (ii) the average of the high and low prices of the Coca-Cola Hellenic Shares reported on the Athens Exchange on March 12, 2013, equal to 20.05 and translated in U.S. dollars at the cross rate 1.3034:US\$1 as of March 12, 2013.

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** The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act by multiplying the transaction valuation by 0.0001364.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid	\$459,641.78	Form or Registration No.:	333-184685
Filing Party:	Coca-Cola HBC AG	Date Filed:	November 1, 2012

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer).
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).
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This Amendment No. 5 supplements and amends Items 3, 8 and 12 (but no other items) of the Tender Offer Statement on Schedule TO (the Schedule TO) originally filed on March 19, 2013, and amended on March 25, 2013, March 27, 2013, April 16, 2013, and April 22, 2013 by Coca-Cola HBC AG, a Swiss *Aktiengesellschaft/société anonyme* (Coca-Cola HBC), and Kar-Tess Holding, a *société à responsabilité limitée* organized under the laws of Luxembourg and formerly the sole shareholder of Coca-Cola HBC. The Schedule TO, as amended from time to time, relates to the offer by Coca-Cola HBC to acquire all of the ordinary shares (Coca-Cola Hellenic Shares) of Coca-Cola Hellenic Bottling Company S.A., a Greek corporation, including Coca-Cola Hellenic Shares represented by Coca-Cola Hellenic American depositary shares (Coca-Cola Hellenic ADSs), that Coca-Cola HBC does not hold directly or indirectly (the Exchange Offer). The Exchange Offer is comprised of the U.S. offer and the Greek offer. The U.S. offer comprises an offer made pursuant to the offer to exchange/prospectus, dated March 19, 2013 (the Offer to Exchange/Prospectus), to (i) all holders of Coca-Cola Hellenic Shares located in the United States and (ii) all holders of Coca-Cola Hellenic ADSs, wherever located. Unless otherwise defined herein, capitalized terms used in this Schedule TO shall have the meaning given to them in the Offer to Exchange/Prospectus.

The Offer to Exchange/Prospectus forms part of Coca-Cola HBC s Registration Statement on Form F-4 (Reg. No. 333-184685) filed with the Securities and Exchange Commission on November 1, 2012, as amended on December 4, 2012, December 17, 2012, December 19, 2012, February 26, 2013, March 6, 2013 and April 22, 2013 (the Registration Statement). The Registration Statement became effective on March 11, 2013.

Item 3. Identity and Background of Filing Person and Item 8. Interest in Securities of the Subject Company

Items 3 and 8 are hereby amended to add the following:

Coca-Cola HBC has successfully acquired 355,009,014 Coca-Cola Hellenic Shares, representing 96.85% of all issued Coca-Cola Hellenic Shares, including those represented by Coca-Cola Hellenic ADSs, in exchange for Coca-Cola HBC Shares and Coca-Cola HBC ADSs, on a one-for-one basis in accordance with the terms of the Exchange Offer.

As contemplated in the Offer to Exchange/Prospectus, immediately after the capital increase of Coca-Cola HBC implemented to issue new Coca-Cola HBC Shares in the Exchange Offer, Kar-Tess Holding, the former sole shareholder of Coca-Cola HBC, transferred 14,925 ordinary shares representing Coca-Cola HBC s initial share capital to Coca-Cola HBC, in return for a payment equal to the par value of such shares plus 1.5 million corresponding to the amount of the additional equity contribution Kar-Tess Holding made to Coca-Cola HBC in connection with the Exchange Offer. This transfer was made in order to eliminate any corresponding dilution that may otherwise have affected the holders of Coca-Cola Hellenic Shares and Coca-Cola Hellenic ADSs who tendered into the Exchange Offer. Accordingly, Kar-Tess Holding, which validly tendered its 85,355,019 Coca-Cola Hellenic Shares into the Exchange Offer on the same terms and conditions as the other holders of Coca-Cola Hellenic Shares, currently holds 85,355,019 Coca-Cola HBC Shares, representing approximately 24.3 percent of Coca-Cola HBC s voting rights (calculated excluding the 3,445,060 Coca-Cola HBC Shares held in treasury, for which voting rights are suspended so long as such shares are held in treasury).

Item 12. Exhibits

Item 12 of the Schedule TO is hereby supplemented to include the following:

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Exhibit No.

Description

(a)(1)(xxx)

Notification that Coca-Cola HBC Shares are deemed to be registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 (incorporated by reference to the Form 6-K filing made by Coca-Cola HBC on April 26, 2013 under the EDGAR format type 8-K12B (Commission file number 001-35891)).

SIGNATURES

After due inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Coca-Cola HBC AG

By: /s/ DIMITRIS LOIS
Name: Dimitris Lois
Title: Chief Executive Officer
Date: April 26, 2013

By: /s/ JAN GUSTAVSSON
Name: Jan Gustavsson
Title: General Counsel, Company Secretary and
Director of Strategic Development
Date: April 26, 2013

Kar-Tess Holding

By: /s/ DANIELLE SCHROEDER
Name: Danielle Schroeder
Title: Director
Date: April 26, 2013

By: /s/ ROBERT RYAN RUDOLPH
Name: Robert Ryan Rudolph
Title: Director
Date: April 26, 2013