

Edgar Filing: COCA COLA HBC S A - Form SC 13G

COCA COLA HBC S A  
Form SC 13G  
February 14, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. \_\_\_ )

COCA-COLA HELLENIC BOTTLING COMPANY S.A.  
(Name of Issuer)

Ordinary shares of nominal value of EURO 0.31 per share  
(Title and Class of Securities)

1912EP104  
(CUSIP Number)

October 8, 2002  
(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)

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 (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.

(Continued on the following pages)

CUSIP No. 1912EP10 4

13G

Page 2 of 15 Pages

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
THE COCA-COLA COMPANY  
E.I.D. 58-0628456
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a)  
  
(b) X
- 3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	5	SOLE VOTING POWER  N/A
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER  150,932,741 (See Attachment A)
	7	SOLE DISPOSITIVE POWER  N/A
	8	SHARED DISPOSITIVE POWER  150,932,741 (See Attachment A)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150,932,741 (See Attachment A)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(See Attachment A)

12 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 2 of 15

CUSIP No. 1912EP10 4

13G

Page 3 of 15 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

THE COCA-COLA EXPORT CORPORATION  
E.I.D. 13-1525101

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b) X

3 SEC USE ONLY

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Page 3 of 15

CUSIP No. 1912EP10 4

13G

Page 4 of 15 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ATLANTIC INDUSTRIES  
E.I.D. N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b) X

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES	5	SOLE VOTING POWER  N/A
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER  150,932,741 (See Attachment A)
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Page 4 of 15

CUSIP No. 1912EP10 4

13G

Page 5 of 15 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BARLAN, INC.  
E.I.D. 51-0118094

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

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(b) X

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Page 5 of 15

CUSIP No. 1912EP10 4

13G

Page 6 of 15 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

REFRESHMENT PRODUCT SERVICES, INC.  
E.I.D. 13-2701299

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

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(a)

(b) X

3 SEC USE ONLY

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Delaware

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Page 6 of 15

CUSIP No. 1912EP10 4

13G

Page 7 of 15 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

COCA-COLA OVERSEAS PARENT LIMITED  
E.I.D. 58-1843650

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b) X

3 SEC USE ONLY

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Delaware

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(See Attachment A)

12 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 7 of 15

CUSIP No. 1912EP10 4

13G

Page 8 of 15 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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CCHBC GROUPING, INC.  
E.I.D. 03-0388744

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	5	SOLE VOTING POWER  N/A
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER  48,116,323 (See Attachment A)
	7	SOLE DISPOSITIVE POWER  N/A
	8	SHARED DISPOSITIVE POWER  48,116,323 (See Attachment A)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,116,323 (See Attachment A)

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(See Attachment A)

12 TYPE OF REPORTING PERSON\*

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STATEMENT PURSUANT TO RULE 13d-1  
OF THE  
GENERAL RULES AND REGULATIONS  
UNDER THE  
SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

ITEM 1(a) NAME OF ISSUER

-----  
COCA-COLA HELLENIC BOTTLING COMPANY S.A.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

-----  
9 Fragoklisrias Street  
151 25 Maroussi  
Athens, Greece

ITEM 2(a) NAME OF PERSON FILING

-----  
This Schedule 13G is filed on behalf of The Coca-Cola Company, The Coca-Cola Export Corporation, Atlantic Industries, Barlan, Inc., Refreshment Product Services, Inc., Coca-Cola Overseas Parent Limited and CCHBC Grouping, Inc. (collectively, the "Reporting Persons") with respect to ordinary shares ("CCHBC Shares") issued by Coca-Cola Hellenic Bottling Co. ("CCHBC"). In addition, all of the Reporting Persons, with the exception of CCHBC Grouping, Inc. (the "Coca-Cola Company Entities"), along with Kar-Tess Holding S.A., Boval S.A., Socomex S.A. and Severine Ltd. (the "Kar-Tess Group") may be deemed as a group to have beneficial ownership of CCHBC Shares as a result of Kar-Tess Holding S.A., Boval S.A., Socomex S.A. and the Coca-Cola Company Entities being signatories to the Shareholders Agreement, dated November 3, 1999, as amended (the "Shareholders Agreement"), a copy of which is attached as Exhibit 3.1, and the amendment to which is attached as Exhibit 3.2, to the Form 20-F filed by CCHBC with the U.S. Securities and Exchange Commission ("SEC") on September 30, 2002, and declared effective by the SEC on October 8, 2002. The Coca-Cola Company Entities do not affirm the existence of a group with respect to the CCHBC Shares.

The Shareholders Agreement includes, among other things, the following restrictions on the Kar-Tess Group and the Coca-Cola Company Entities:

Restrictions on Transfer

-----  
The Shareholders Agreement prohibits any sale of CCHBC Shares owned by the Kar-Tess Group or the Coca-Cola Company Entities if, as a result of such sale, the combined shareholdings of the Kar-Tess Group and the Coca-Cola Company Entities would not exceed 50% of the outstanding shares of CCHBC. The Coca-Cola Company Entities have agreed not to dispose of any CCHBC Shares if the disposition results in their shareholdings falling below 22% of CCHBC's outstanding share captial. However, the Kar-Tess Group and the Coca-Cola Company Entities have also agreed to negotiate in good faith an agreement that allows transfer of CCHBC Shares below this minimum threshold provided that they continue to jointly control CCHBC.

Composition of CCHBC Board of Directors

-----  
The Kar-Tess Group and the Coca-Cola Company Entities agreed in the Shareholders Agreement that the initial composition of the board of directors of CCHBC would be ten directors comprising:

- \* two directors designated by the Coca-Cola Company Entities;
- \* four directors designated by the Kar-Tess Group; and
- \* the remaining directors jointly designated by the Kar-Tess Group and the Coca-Cola Company Entities.

The Kar-Tess Group and the Coca-Cola Company Entities have also agreed to cast the votes attaching to their CCHBC Shares so that each other's nominees are elected to the CCHBC board of directors and, in the event that there are more or less than ten directors on the CCHBC board, so that the Kar-Tess Group and the Coca-Cola Company Entities maintain their respective proportional representation on the CCHBC board of directors.

Decisions of the CCHBC Board of Directors  
-----

The Kar-Tess Group and the Coca-Cola Company Entities have agreed to seek to convene an extraordinary general meeting of the CCHBC shareholders to replace the CCHBC board of directors in the event a resolution is passed by the CCHBC board of directors in circumstances where a representative director of either the Kar-Tess Group or the Coca-Cola Company Entities has voted against such resolution to:

- \* engage in any business other than the bottling of beverages;
- \* incur any indebtedness, including in the form of guarantees, or approve capital expenditures in excess of \$10 million;
- \* enter into any arrangements providing for payments or other consideration in excess of \$10 million;
- \* sell, lease, exchange, transfer or otherwise dispose of all or substantially all of the CCHBC assets or sell the majority of the value of the CCHBC assets, if not in the ordinary course of business, unless such sale is in connection with a sale-leaseback transfer;
- \* appoint the top executive (managing director) of CCHBC; or
- \* approve the CCHBC annual budget and annual business plan.

Shareholder Approvals  
-----

The Kar-Tess Group and the Coca-Cola Company Entities have agreed to consult before every vote, and to vote against any proposal where either of them has indicated its intention to reject such proposal, on any of the following matters:

- \* a modification of the CCHBC articles of association;
- \* any increase or decrease of the CCHBC share capital;
- \* the merger or consolidation of CCHBC with or into another company;
- \* the liquidation or dissolution of CCHBC; or
- \* the general assignment for the benefit of creditors of, or the appointment of a custodian, receiver or trustee for, any part of the CCHBC assets.

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The Kar-Tess Group and the Coca-Cola Company Entities also entered into a supplemental agreement on March 3, 2000, a copy of which is attached as Exhibit 3.2, to the Form 20-F filed by CCHBC with the SEC, providing that, notwithstanding the termination of the Shareholders Agreement, for so long as any of the Kar-Tess Group or the Coca-Cola Company Entities is a shareholder in CCHBC, each of the Kar-Tess Group and the Coca-Cola Company Entities will

Page 10 of 15

vote their CCHBC Shares against any proposal to liquidate or dissolve CCHBC unless they have separately agreed to the contrary.

Termination

Neither the Kar-Tess Group nor the Coca-Cola Company Entities may unilaterally terminate the Shareholders Agreement prior to August 2005. After August 2005, the Shareholders agreement will remain in force unless terminated by either the Kar-Tess Group or the Coca-Cola Company Entities on three months' written notice.

The Reporting Persons each also expressly disclaim any beneficial ownership interest in CCHBC Shares owned by the Kar-Tess Group and the filing of this Schedule 13G shall not be construed as an admission that they are the beneficial owners of the CCHBC Shares owned by the Kar-Tess Group.

Item 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address of the principal business of each of the Reporting Persons is:

One Coca-Cola Plaza Atlanta, GA 30313

Item 2(c) CITIZENSHIP

Each of the Reporting Persons, other than Atlantic Industries, is a Delaware corporation.

Atlantic Industries is a Cayman Islands corporation.

Item 2(d). TITLE OF CLASS OF SECURITIES

Ordinary shares of nominal value of EURO 0.31 per share. CCHBC Shares are traded in the United States in the form of American Depositary Shares ("ADSs"). Each ADS represents one ordinary share. The ADSs are evidenced by American Depositary Receipts, which are traded on The New York Stock Exchange.

Item 2(e) CUSIP NUMBER

1912EP104

Item 3 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), CHECK WHETHER THE PERSON FILING IS A:

N/A

Item 4. OWNERSHIP

See cover pages and Attachment A.

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Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.  
-----

N/A

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.  
-----

N/A

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED  
THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.  
-----

N/A

Page 11 of 15

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
-----

The Reporting Persons may be deemed to be a part of a group of persons, listed on Exhibit (1), jointly holding beneficial ownership of CCHBC Shares. The Reporting Persons, however, do not affirm the existence of any group with respect to the CCHBC Shares. The Reporting Persons are not responsible for the completeness and accuracy of the information concerning the Kar-Tess Group.

Item 9. NOTICE OF DISSOLUTION OF GROUP.  
-----

N/A

Item 10. CERTIFICATION.  
-----

N/A

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.

THE COCA-COLA COMPANY

Date: February 14, 2003

By: /S/ DAVID M. TAGGART  
-----

David M. Taggart  
Vice President and Treasurer

THE COCA-COLA EXPORT CORPORATION

Date: February 14, 2003

By: /S/ DAVID M. TAGGART  
-----

David M. Taggart  
Vice President and Treasurer

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ATLANTIC INDUSTRIES

Date: February 14, 2003

By: /S/ DAVID M. TAGGART

-----  
David M. Taggart  
Vice President and Treasurer

REFRESHMENT PRODUCT SERVICES, INC.

Date: February 14, 2003

By: /S/ DAVID M. TAGGART

-----  
David M. Taggart  
Vice President and Treasurer

Page 12 of 15

BARLAN, INC.

Date: February 14, 2003

By: /S/ DAVID M. TAGGART

-----  
David M. Taggart  
Treasurer

CCHBC GROUPING, INC.

Date: February 14, 2003

By: /S/ DAVID M. TAGGART

-----  
David M. Taggart  
Vice President and Treasurer

Page 13 of 15

ATTACHMENT A

DIRECT OWNERSHIP:

-----

2,374	Shares owned directly by The Coca-Cola Export Corporation, a wholly owned subsidiary of The Coca-Cola Company.
19,182,913	Shares owned directly by Atlantic Industries, a wholly owned subsidiary of The Coca-Cola Export Corporation.
331,711	Shares owned directly by Barlan, Inc., a wholly owned subsidiary of The Coca-Cola Export Corporation.
7,222,408	Shares owned directly by Refreshment Product Services, Inc., a

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wholly owned subsidiary of The Coca-Cola Export Corporation.

30,001,980 Shares owned directly by Coca-Cola Overseas Parent Limited, a wholly owned subsidiary of The Coca-Cola Export Corporation.

BENEFICIAL OWNERSHIP:

-----

8,625,063 Shares owned beneficially by Atlantic Industries.

48,116,323 Shares owned beneficially by CCHBC Grouping, Inc.

PERCENTAGE OWNED:

-----

The Reporting Persons, with the exception of CCHBC Grouping, Inc., may be deemed to beneficially own approximately 63.8% of the total outstanding number of CCHBC Shares. CCHBC Grouping, Inc. may be deemed to beneficially own approximately 20.3% of the total outstanding number of CCHBC Shares.

The Reporting Persons each expressly disclaims any beneficial ownership interest in the CCHBC Shares owned by the Kar-Tess Group and the filing of this Schedule 13G shall not be construed as an admission that they are the beneficial owners of the CCHBC Shares owned by the Kar-Tess Group.

Page 14 of 15

EXHIBIT 1

The Coca-Cola Company  
The Coca-Cola Export Corporation  
Barlan Inc.  
Atlantic Industries  
Coca-Cola Overseas Parent Limited  
Refreshment Product Services, Inc.  
CCHBC Grouping, Inc.  
Kar-Tess Holding S.A.  
Boval S.A.  
Socomex S.A.

Page 15 of 15