

ANDINA BOTTLING CO INC  
Form SC 13D/A  
February 05, 2019

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

SCHEDULE 13D/A  
[Rule 13d-101]

Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)  
(Amendment No. 15) \*

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

Bernhard Goepelt

Senior Vice President and General Counsel

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)

January 31, 2019

(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 that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), § 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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\*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).

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CUSIP No. (1)

|   |   |
|---|---|
| 1 | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>THE COCA-COLA COMPANY<br>58-0628465<br>CHECK THE APPROPRIATE BOX<br>IF A (a) <input checked="" type="checkbox"/> MEMBER OF A GROUP* (b) <input type="checkbox"/> |
| 2 | SEC USE ONLY SOURCE OF FUNDS*<br>N/A  |
| 3 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br>N/A  |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION<br>State of Delaware   |
| 5 | SOLE VOTING POWER<br>69,348,241 shares of Series A Common Stock, no par value, and 0 shares of Series B Common Stock,   |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH   |

|    |                    |
|----|--------------------|
|    | no par value       |
|    | SHARED             |
|    | VOTING             |
| 8  | POWER              |
|    | None               |
|    | SOLE               |
|    | DISPOSITIVE        |
|    | POWER              |
|    | 69,348,241         |
|    | shares of Series   |
|    | A Common           |
| 9  | Stock, no par      |
|    | value, and         |
|    | 0 shares of        |
|    | Series B           |
|    | Common Stock,      |
|    | no par value       |
|    | SHARED             |
| 10 | DISPOSITIVE        |
|    | POWER              |
|    | None               |
|    | AGGREGATE          |
|    | AMOUNT             |
|    | BENEFICIALLY       |
|    | OWNED BY           |
|    | EACH               |
|    | REPORTING          |
| 11 | PERSON             |
|    | 69,348,241 shares  |
|    | of Series A        |
|    | Common Stock, no   |
|    | par value, and     |
|    | 0 shares of Series |
|    | B Common Stock,    |
|    | no par value       |
|    | CHECK              |
|    | BOX                |
|    | IF                 |
|    | THE                |
| 12 | AGGREGATE          |
|    | AMOUNT             |
|    | IN [ ]             |
|    | ROW                |
|    | (11)               |
|    | EXCLUDES           |
|    | CERTAIN            |
| 13 | SHARES             |
|    | PERCENT OF         |
|    | CLASS              |
|    | REPRESENTED        |
|    | BY AMOUNT IN       |

14

ROW (11)  
14.7% of the shares  
of Series A  
Common Stock, no  
par value,  
outstanding, and  
0% of the shares of  
Series B Common  
Stock, no par value,  
outstanding  
TYPE OF  
REPORTING  
PERSON\*  
CO

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(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.

2

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CUSIP No. (1)

|   |  |
|---|--|
| 1 | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>THE COCA-COLA EXPORT CORPORATION<br>13-1525101<br>CHECK THE APPROPRIATE BOX<br>IF A (a) <input checked="" type="checkbox"/> MEMBER OF A GROUP* (b) <input type="checkbox"/> |
| 2 | SEC USE ONLY SOURCE OF FUNDS*<br>N/A   |
| 3 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br>N/A   |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION<br>State of Delaware  |
| 5 | SOLE VOTING POWER<br>69,348,241 shares of Series A Common Stock, no par value, and   |
| 6 | N/A  |

0 shares of  
Series B  
Common Stock,  
no par value  
SHARED  
VOTING  
8 POWER  
None  
SOLE  
DISPOSITIVE  
POWER  
69,348,241  
shares of Series  
9 A Common  
Stock, no par  
value, and  
0 shares of  
Series B  
Common Stock,  
no par value  
SHARED  
DISPOSITIVE  
10 POWER  
None  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
11 PERSON  
69,348,241 shares  
of Series A  
Common Stock, no  
par value, and  
0 shares of Series  
B Common Stock,  
no par value  
CHECK  
BOX  
IF  
THE  
AGGREGATE  
AMOUNT  
12 IN [ ]  
ROW  
(11)  
EXCLUDES  
CERTAIN  
13 SHARES

14

PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (11)  
14.7% of the shares  
of Series A  
Common Stock, no  
par value,  
outstanding, and  
0% of the shares of  
Series B Common  
Stock, no par value,  
outstanding  
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.

3

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CUSIP No. (1)

|   |   |
|---|---|
| 1 | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>SERVICIOS Y PRODUCTOS PARA BEBIDAS REFRESCANTES S.R.L.<br>(TIN - N/A)<br>CHECK THE APPROPRIATE BOX |
| 2 | IF A (a) <input checked="" type="checkbox"/> MEMBER OF A GROUP* (b) <input type="checkbox"/>  |
| 3 | SEC USE ONLY  |
| 4 | SOURCE OF FUNDS*<br>N/A   |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br>N/A  |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Republic of Argentina   |
|   | 7 SOLE VOTING POWER<br>69,348,241 shares of Series A Common   |

|    |   |
|----|---|
|    | Stock, no par value, and 0 shares of Series B Common Stock, no par value                                      |
|    | 8 SHARED VOTING POWER   |
|    | None  |
|    | SOLE DISPOSITIVE POWER  |
|    | 69,348,241 shares of Series   |
|    | 9 A Common Stock, no par value, and 0 shares of Series B Common Stock, no par value                           |
| 10 | SHARED DISPOSITIVE POWER  |
|    | None  |
|    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  |
| 11 | 69,348,241 shares of Series A Common Stock, no par value, and 0 shares of Series B Common Stock, no par value |
| 12 | CH <del>EC</del> K BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN                                   |

|    | SHARES<br>PERCENT OF<br>CLASS<br>REPRESENTED<br>BY AMOUNT IN<br>ROW (11)  |
|----|---|
| 13 | 14.7% of the shares<br>of Series A<br>Common Stock, no<br>par value,<br>outstanding, and<br>0% of the shares of<br>Series B Common<br>Stock, no par value,<br>outstanding |
| 14 | TYPE OF<br>REPORTING<br>PERSON*<br>OO (limited liability<br>company)  |

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(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.

CUSIP No. (1)

|   |   |
|---|---|
| 1 | NAME OF<br>REPORTING<br>PERSON<br>S.S. OR I.R.S.<br>IDENTIFICATION<br>NO. OF ABOVE<br>PERSON<br>COCA-COLA DE<br>CHILE S.A.<br>(TIN - N/A)<br>CHECK<br>THE<br>APPROPRIATE<br>BOX |
| 2 | IF<br>A (a) <input checked="" type="checkbox"/> ]<br>MEMBER<br>OF<br>A<br>GROUP*<br>(b) <input type="checkbox"/> ]  |
| 3 | SEC USE ONLY<br>SOURCE OF<br>FUNDS*<br>N/A  |
| 4 | CHECK BOX IF<br>DISCLOSURE OF<br>LEGAL<br>PROCEEDINGS IS<br>REQUIRED<br>PURSUANT TO<br>ITEMS 2(d) OR<br>2(e)<br>N/A   |
| 5 | CITIZENSHIP OR<br>PLACE OF<br>ORGANIZATION<br>Republic of Chile   |
| 6 | 7 SOLE VOTING<br>POWER<br>69,348,241<br>shares of Series<br>A Common<br>Stock, no par<br>value, and   |

0 shares of  
Series B  
Common Stock,  
no par value  
SHARED  
VOTING  
8 POWER  
None  
SOLE  
DISPOSITIVE  
POWER  
69,348,241  
shares of Series  
9 A Common  
Stock, no par  
value, and  
0 shares of  
Series B  
Common Stock,  
no par value  
SHARED  
DISPOSITIVE  
10 POWER  
None  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
11 PERSON  
69,348,241 shares  
of Series A  
Common Stock, no  
par value, and  
0 shares of Series  
B Common Stock,  
no par value  
CHECK  
BOX  
IF  
THE  
AGGREGATE  
AMOUNT  
12 IN [ ]  
ROW  
(11)  
EXCLUDES  
CERTAIN  
13 SHARES

14

PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (11)  
14.7% of the shares  
of Series A  
Common Stock, no  
par value,  
outstanding, and  
0% of the shares of  
Series B Common  
Stock, no par value,  
outstanding  
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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This Amendment No. 15 amends and supplements the original Schedule 13D filed on September 16, 1996 by The Coca-Cola Company (“KO”) and certain of its subsidiaries, as amended by Amendments No. 1 through No. 14 (as further amended by this Amendment No. 15, the “Schedule 13D”).

Coca-Cola de Chile S.A. (“CC Chile”) owns directly 67,938,179 shares of Series A Common Stock, no par value (“Series A 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.) (“CC Argentina”) owns directly 1,410,062 shares of Series A Stock. CC Chile and CC Argentina are direct subsidiaries of The Coca Cola Export Corporation (“Export”), and Export is a direct wholly owned subsidiary of KO. CC Chile, CC Argentina, Export and KO are herein collectively referred to as the “Reporting Persons.”

Based on the Form 6-K filed by Andina with the U.S. Securities and Exchange Commission on December 17, 2018, a total of 473,289,301 shares of Series A Stock and a total of 473,281,303 shares of Series B Common Stock, no par value (“Series B Stock”) were outstanding.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended and restated as follows:

CC Chile owns directly 67,938,179 shares of Series A Stock, and CC Argentina owns directly 1,410,062 shares of Series A Stock. KO, Export, CC Chile and CC Argentina collectively beneficially own and have sole voting and dispositive power over an aggregate of 69,348,241 shares of Series A Stock, representing 14.7% of the outstanding Series A Stock.

The Reporting Persons sold all 69,348,241 shares of Series B Stock owned by them, consisting of 67,938,179 shares of Series B Stock held by CC Chile and 1,410,062 shares of Series B Stock held by CC Argentina, through a book auction (subasta de un libro de órdenes) in compliance with Chilean law and the rules of the Santiago Stock Exchange at the clearing price of \$3.82 per share, that commenced on January 29, 2019 and ended on January 31, 2019 (the “Offering”). Following the consummation of the Offering the Reporting Persons ceased to be the beneficial owners of any shares of Series B Stock as of January 31, 2019.

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

Date: February 5, 2019

By: /s/ Kathy N. Waller

Name: Kathy N. Waller

Title: Executive Vice President & Chief Financial Officer

THE COCA-COLA EXPORT CORPORATION

Date: February 5, 2019

By: /s/ Larry Mark

Name: Larry Mark

Title: Vice President and Controller

COCA-COLA DE CHILE S.A.

Date: February 5, 2019

By: /s/ Daniel Vercelli

Name: Daniel Vercelli

Title: General Manager Chile

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

Date: February 5, 2019

By: /s/ Jose Maria Cagliolo

Name: Jose Maria Cagliolo

Title: Director