

Edgar Filing: WIMM BILL DANN FOODS OJSC - Form SC 13D/A

WIMM BILL DANN FOODS OJSC
Form SC 13D/A
November 21, 2003

LLG&M Draft November 20, 2003
SUBJECT TO FINAL CLIENT APPROVAL BEFORE FILING WITH THE SEC

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

SCHEDULE 13D

under the Securities Exchange Act of 1934 as amended
(Amendment No. 1)

WIMM-BILL-DANN FOODS OJSC

(Name of Issuer)

ORDINARY SHARES, PAR VALUE 20 RUSSIAN RUBLES EACH

(Title of Class of Securities)

97263M10

(CUSIP Number)

Roman V. Bolotovskiy
Wimm-Bill-Dann Foods OJSC
16/15 Yauzsky Blvd. Moscow 109028 Russia
Tel: +7-095-105-5805
Fax: +7-095-105-5800

Aleksandrs Timohins
c/o United Burlington Investments Limited
Bol'shoi Zlatoustinskiy Lane 9
Moscow 101111 Russia
Tel: +7-095-722-9733
Fax: +7-095-232-5641

with a copy to:

with a copy to:

William S. Lamb, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
125 West 55th St., New York, NY 10019
Tel.: 1-212-424-8000
Fax: 1-212-424-8500

Joseph G. Connolly, Jr.
Hogan Hartson L.L.P.
555 Thirteenth Street, NW, Washington, DC 20004
Tel: 1-202-637-5600
Fax: 1-202-637-5910

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 21, 2003

(Date of Event Which Requires Filing of This Statement)

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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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /

(Continued on following pages)

(Page 1 of 15 Pages)

CUSIP NO. 97263M10

13D

Page 2 of 15

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

Gavril A. Yushvaev

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

- 3. SEC USE ONLY

- 4. SOURCE OF FUNDS

OO

- 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

- 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

- 7. SOLE VOTING POWER

None

- NUMBER OF SHARES 8. SHARED VOTING POWER
BENEFICIALLY OWNED BY

29,209,049

EACH REPORTING PERSON WITH

- 9. SOLE DISPOSITIVE POWER

8,272,948

- 10. SHARED DISPOSITIVE POWER

None

- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,209,049

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12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP NO. 97263M10

13D

Page 3 of 15

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Mikhail V. Dubinin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

29,209,049

9. SOLE DISPOSITIVE POWER

4,471,421

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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29,209,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP NO. 97263M10

13D

Page 4 of 15

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Sergei A. Plastinin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

8. SHARED VOTING POWER

29,209,049

9. SOLE DISPOSITIVE POWER

5,351,421

10. SHARED DISPOSITIVE POWER

None

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,209,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP NO. 97263M10

13D

Page 5 of 15

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Alexander S. Orlov

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)
OR 2 (e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES 8. SHARED VOTING POWER
BENEFICIALLY OWNED BY

29,209,049

EACH REPORTING
PERSON WITH

9. SOLE DISPOSITIVE POWER

2,738,282

10. SHARED DISPOSITIVE POWER

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None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,209,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP NO. 97263M10

13D

Page 6 of 15

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

David Iakobachvili

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Kingdom of Sweden

7. SOLE VOTING POWER

None

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

8. SHARED VOTING POWER

29,209,049

9. SOLE DISPOSITIVE POWER

2,818,347

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10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,209,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP NO. 97263M10

13D

Page 7 of 15

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Mikhail I. Vishnyakov

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

8. SHARED VOTING POWER

29,209,049

9. SOLE DISPOSITIVE POWER

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1,357,798

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,209,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP NO. 97263M10

13D

Page 8 of 15

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Evgeny L. Yaroslavskiy

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

29,209,049

9. SOLE DISPOSITIVE POWER

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1,163,163

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,209,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP NO. 97263M10

13D

Page 9 of 15

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Victor E. Evdokimov

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY 8. SHARED VOTING POWER

29,209,049

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EACH REPORTING PERSON WITH -----
9. SOLE DISPOSITIVE POWER

264,405

10. SHARED DISPOSITIVE POWER
None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,209,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP NO. 97263M10

13D

Page 10 of 15

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

United Burlington Investments Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)
OR 2 (e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Great Britain

7. SOLE VOTING POWER

None

NUMBER OF SHARES 8. SHARED VOTING POWER

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 29,209,049

9. SOLE DISPOSITIVE POWER

None

10. SHARED DISPOSITIVE POWER

2,771,264

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,209,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.38%

14. TYPE OF REPORTING PERSON

CO

CUSIP NO. 97263M10 13D Page 11 of 15

1. NAME OF REPORTING PERSON

Aleksandrs Timohins

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Passport holder of the Republic of Latvia with the status of Alien

7. SOLE VOTING POWER

None

NUMBER OF SHARES 8. SHARED VOTING POWER\1

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|--|------------|
| | 29,209,049 |
| ----- | |
| 9. SOLE DISPOSITIVE POWER | |
| | None |
| ----- | |
| 10. SHARED DISPOSITIVE POWER\1 | |
| | 2,771,264 |
| ----- | |
| 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\1 | |
| | 29,209,049 |
| ----- | |
| 12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |
| | _ |
| ----- | |
| 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 66.38% |
| ----- | |
| 14. TYPE OF REPORTING PERSON | |
| | IN |
| ----- | |

1/ These shares reflect the shares owned directly by United Burlington.

CUSIP NO. 97263M10

13D

Page 12 of 15

SCHEDULE 13D

Item 1. Security and Issuer:

This Amendment No. 1 (this "Amendment No. 1") amends the statement on Schedule 13D (the "Schedule 13D") filed by the Reporting Persons with respect to the ordinary shares, par value 20 Russian rubles per ordinary share (the "Ordinary Shares"), of Wimm-Bill-Dann Foods OJSC, a joint stock company organized under the laws of the Russian Federation (the "Issuer"), having its principal executive offices at 16/15 Yauzsky Boulevard, Moscow 109028, Russian Federation. Aleksandrs Timohins may be deemed to be a beneficial owner of Ordinary Shares directly owned by United Burlington, and is hereby included as a Natural Reporting Person and a Reporting Person. The Ordinary Shares are traded on the New York Stock Exchange through an American Depositary Share facility in which each American Depositary Share of the Issuer (the "American Depositary Shares" or "ADSs") represents one Ordinary Share. Each reference in this Statement to Ordinary Shares refers also (where applicable) to the corresponding American Depositary Shares representing such Ordinary Shares. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Paragraph (2) of Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

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- (2) United Burlington issued a promissory note to Mr. Timohins in the amount of the purchase price of all the Ordinary Shares it acquired from him, as consideration for such Ordinary Shares.

Item 4. Purpose of Transaction

The last paragraph of Item 4 of the Schedule 13D is hereby deleted in its entirety and replaced by the following:

The Reporting Persons and Groupe Danone have amicably terminated their discussions. The Reporting Persons do not expect to amend their statements on Schedule 13D with respect to any such discussions, unless and until such time as such disclosure may be required by applicable law.

The Reporting Persons may acquire or dispose of Ordinary Shares in the future depending upon market conditions, personal objectives and other facts and circumstances.

Item 5. Interest in Securities of the Issuer

Paragraphs (a) and (b)(ix) of Item 5 of the Schedule 13D are hereby amended to add the following sentence at the end:

As the sole director of United Burlington, Mr. Timohins may be deemed to be a beneficial owner of the Ordinary Shares owned directly by United Burlington.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Paragraph 2 of Item 6 of the Schedule 13D is hereby amended and restated in its entirety as follows:

CUSIP NO. 97263M10

13D

Page 13 of 15

2. Description of Pledge Agreements of Mikhail V. Dubinin.

Mikhail V. Dubinin entered into a number of agreements (the "Pledge Agreements") to pledge Ordinary Shares held by him as security for personal credits or credit lines of up to an aggregate maximum principal amount of USD 11,500,000. As of the date hereof, an aggregate of 1,877,193 Ordinary Shares have been pledged to secure an aggregate outstanding principal amount of USD 11,500,000. In the event of a default under any of the Pledge Agreements, the Ordinary Shares pledged thereunder would be subject to sale at a public auction, pending which Mikhail V. Dubinin would cease to have investment power over such Ordinary Shares and may cease to have voting power with respect to such Ordinary Shares (or such voting power may be restricted) if an appropriate court order were to be obtained by the pledgee. In addition, certain of the Pledge Agreements and agreements ancillary thereto purport to cause investment power to vest in the pledgee immediately and without judicial intervention.

Item 7. Material to be Filed as Exhibits

- (1) Information concerning Natural Reporting Persons
- (2) Power of Attorney, dated September 4, 2003 by each of the Natural

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Reporting Persons, appointing Roman V. Bolotovskiy and Tatiana A. Mikhaylova as attorneys-in-fact (incorporated herein by reference to the Schedule 13D)

CUSIP NO. 97263M10

13D

Page 14 of 15

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we, the undersigned, hereby certify that the information set forth in this statement is true, complete and correct.

Date: November 21, 2003 By /s/ Roman V. Bolotovskiy

Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Gavril A. Yushvaev

Date: November 21, 2003 By /s/ Roman V. Bolotovskiy

Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Mikhail V. Dubinin

Date: November 21, 2003 By /s/ Roman V. Bolotovskiy

Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Sergei A. Plastinin

Date: November 21, 2003 By /s/ Roman V. Bolotovskiy

Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Alexander S. Orlov

Date: November 21, 2003 By /s/ Roman V. Bolotovskiy

Name: Roman V. Bolotovskiy
as Attorney-in-Fact for David Iakobachvili

Date: November 21, 2003 By /s/ Roman V. Bolotovskiy

Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Mikhail I. Vishnyakov

Date: November 21, 2003 By /s/ Roman V. Bolotovskiy

Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Victor E. Evdokimov

Date: November 21, 2003 By /s/ Roman V. Bolotovskiy

Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Evgeny L. Yaroslavskiy

Date: November 21, 2003 By United Burlington Investments Limited
/s/ Aleksandrs Timohins

Name: Aleksandrs Timohins
Title: Director

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CUSIP NO. 97263M10

13D

Page 15 of 15

Date: November 21, 2003

By /s/ Aleksandrs Timohins

Aleksandrs Timohins

Exhibit 1

Exhibit 1 of the Schedule 13D is hereby amended to add the following information in relation to Aleksandrs Timohins in his capacity as a Natural Reporting Person:

| Name | Business Address | Employment and Employer | Citizenship |
|---------------------|---|-------------------------------------|---|
| ----- | ----- | ----- | ----- |
| Aleksandrs Timohins | United Burlington Investments Limited, Bol'shoi Zlatoustinskiy Lane 9, Moscow 101111 Russia | Sole Director, United Burlington | Passport holder of the Republic of Latvia with the status of Alien |