

WIMM BILL DANN FOODS OJSC
Form SC 13D/A
December 21, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)

WIMM-BILL-DANN FOODS OJSC

(Name of Issuer)

Ordinary Shares, par value 20 Russian Roubles per Ordinary Share, and American Depositary

Shares,

each representing one Ordinary Share

(Title of Class of Securities)

97263M109 (AMERICAN DEPOSITARY SHARES)

(CUSIP Number)

Claude Elmaleh

Groupe Danone

17, Boulevard Haussmann

75009 Paris

France

Tel: +33 1 4435 2020

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

December 20, 2004

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

CUSIP No. 97263M109
 (AMERICAN DEPOSITARY SHARES)

13D

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Groupe Danone

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

(a) x
 (b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 7. SOLE VOTING POWER
 SHARES

BENEFICIALLY **NOT APPLICABLE**

OWNED BY 8. SHARED VOTING POWER
 EACH

REPORTING **3,661,500 Ordinary Shares (including Ordinary Shares underlying ADSs)**

PERSON 9. SOLE DISPOSITIVE POWER
 WITH

NOT APPLICABLE

10. SHARED DISPOSITIVE POWER

3,661,500 Ordinary Shares (including Ordinary Shares underlying ADSs)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,661,500 Ordinary Shares (including Ordinary Shares underlying ADSs)

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

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

8.32% (1)

14. TYPE OF REPORTING PERSON

CO

(1) Based on 44,000,000 Ordinary Shares outstanding, according to the Issuer's Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 28, 2004.

CUSIP No. 97263M109
(AMERICAN DEPOSITARY SHARES)

13D

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Compagnie Gervais Danone

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

(a) x
(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 7. SOLE VOTING POWER
SHARES

BENEFICIALLY **NOT APPLICABLE**

OWNED BY 8. SHARED VOTING POWER
EACH

REPORTING **3,661,500 Ordinary Shares (including Ordinary Shares underlying ADSs)**

PERSON 9. SOLE DISPOSITIVE POWER
WITH

NOT APPLICABLE

10. SHARED DISPOSITIVE POWER

3,661,500 Ordinary Shares (including Ordinary Shares underlying ADSs)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,661,500 Ordinary Shares (including Ordinary Shares underlying ADSs)

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

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

8.32% (1)

14. TYPE OF REPORTING PERSON

CO

(1) Based on 44,000,000 Ordinary Shares outstanding, according to the Issuer's Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 28, 2004.

CUSIP No. 97263M109
 (AMERICAN DEPOSITARY SHARES)

13D

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blanrim

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

(a) x
 (b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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

..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 7. SOLE VOTING POWER
 SHARES

BENEFICIALLY **NOT APPLICABLE**

OWNED BY 8. SHARED VOTING POWER
 EACH

REPORTING **3,661,500 Ordinary Shares (including Ordinary Shares underlying ADSs)**

PERSON 9. SOLE DISPOSITIVE POWER
 WITH

NOT APPLICABLE

10. SHARED DISPOSITIVE POWER

3,661,500 Ordinary Shares (including Ordinary Shares underlying ADSs)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,661,500 Ordinary Shares (including Ordinary Shares underlying ADSs)

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

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

8.32% (1)

14. TYPE OF REPORTING PERSON

CO

(1) Based on 44,000,000 Ordinary Shares outstanding, according to the Issuer's Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 28, 2004.

Item 1. Security and Issuer

This Amendment No. 3 (this Amendment No. 3) amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on September 18, 2002 by the Reporting Persons, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on June 17, 2003, as further amended by Amendment No. 2 thereto filed with the Securities and Exchange Commission on November 21, 2003 (the Amendment No. 2), and such Statement as so amended, being the Schedule 13D. This Amendment No. 3 is filed with respect to the ordinary shares, par value 20 Russian Roubles 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. 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 not otherwise defined herein have the meanings ascribed to them in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

The source of the approximately USD 6.5 million used to purchase the 481,000 ADSs beneficially acquired by the Reporting Persons since the date of Amendment No. 2 below was the ordinary working capital of Groupe Danone supplied to Blanrim through Compagnie Gervais Danone.

Item 4. Purpose of Transaction

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

The purpose of the acquisition by Blanrim of ADSs is to reinforce our investment on behalf of Groupe Danone, in the Issuer, due to current favorable market conditions, namely the share price and weakening of the dollar with respect to the euro. The Reporting Persons may purchase additional shares in the future, depending on market conditions.

There have been no developments with respect to the Issuer since the termination of discussions between Groupe Danone and certain shareholders of the Issuer one year ago and the Reporting Persons do not expect to amend the Schedule 13D with respect to any such discussions, unless and until such time as such disclosure may be required by applicable law.

Item 5. Interest in Securities of the Issuer

Items (a)-(c) of the Schedule 13D are hereby amended and restated in their entirety by inserting the following language:

(a)-(b) Blanrim beneficially owns 3,661,500 ADSs (representing 8.32% of the outstanding Ordinary Shares based on information contained in the Issuer's Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 28, 2004). The ADSs are indirectly beneficially owned by Groupe Danone and Compagnie Gervais Danone through their direct and indirect ownership of Blanrim. The power to

vote and dispose the Ordinary Shares is shared between the Reporting Persons.

(c) On December 20, 2004, Blanrim purchased 44,000 ADSs in the open market. The price per ADS for such market purchase was USD 13.43. Except for previous acquisitions by Blanrim during a one week period beginning on November 29, 2004 of 195,000 ADSs at prices ranging from USD 13.65 to USD 13.97 per ADS, to the knowledge of the Reporting Persons, none of the Reporting Persons, nor any person referred to in Exhibit A beneficially owns, or has acquired or disposed of any Ordinary Shares during the 60 days prior to the filing of this Statement.

Item 7. *Materials to Be Filed as Exhibits*

The following documents are hereby filed as exhibits:

A.

Directors and Officers of Groupe Danone, Compagnie Gervais Danone and Blanrim

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: December 21, 2004

GROUPE DANONE

By: /s/ JACQUES VINCENT

Name: Jacques Vincent
Title: Senior Executive Vice President

COMPAGNIE GERVAIS DANONE

By: /s/ JACQUES VINCENT

Name: Jacques Vincent
Title: Managing Director

BLANRIM

By: /s/ CLAUDE ELMALEH

Name: Claude Elmaleh
Title: President