

BEAM INC  
Form SC 13D/A  
January 03, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**Beam Inc.**

(Name of Issuer)

Common Stock, par value \$3.125 per share

(Title of Class of Securities)

073730103

(CUSIP Number)

Roy J. Katzovicz, Esq.

Pershing Square Capital Management, L.P.

888 Seventh Avenue, 42<sup>nd</sup> Floor

New York, New York 10019

212-813-3700

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*With a Copy to:*

**Stephen Fraidin, Esq.**

**Kirkland & Ellis LLP**

**601 Lexington Avenue**

**New York, NY 10022**

**212-446-4800**

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

**December 31, 2012**

**(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 Rule 13d-7 for other parties to whom copies are to be sent.

\* 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).

1 NAME OF REPORTING PERSON

Pershing Square Capital Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 -0- SHARED VOTING POWER

OWNED BY

EACH REPORTING PERSON

9 20,818,545 SOLE DISPOSITIVE POWER

PERSON

WITH

10 -0- SHARED DISPOSITIVE POWER

20,818,545

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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20,818,545

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

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

13.1%(1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

- (1) This calculation is based on 159,112,849 shares of Common Stock, par value \$3.125 per share ( Common Stock ), of Beam, Inc. ( the Issuer ) outstanding as of October 31, 2012 as reported in its quarterly report on Form 10-Q, filed on November 8, 2012, for the quarter ended September 30, 2012 (the 11/8/12 10-Q ).

**1** NAME OF REPORTING PERSON

PS Management GP, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (See Item 3)

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

**6** CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

**7** SOLE VOTING POWER

NUMBER OF

-0-

SHARES  
BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

20,818,545

EACH

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

WITH

**10** SHARED DISPOSITIVE POWER

20,818,545

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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20,818,545  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13.1%(2)  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(2) This calculation is based on 159,112,849 Common Stock outstanding as of October 31, 2012 as reported in the 11/8/12 10-Q.

CUSIP NO. 073730103

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**1** NAME OF REPORTING PERSON

Pershing Square GP, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (See Item 3)

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

**6** CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

**7** SOLE VOTING POWER

NUMBER OF

SHARES BENEFICIALLY OWNED BY **8**  SHARED VOTING POWER

-0-

OWNED BY

EACH REPORTING PERSON **9**  SOLE DISPOSITIVE POWER

7,349,541

PERSON

WITH **10**  SHARED DISPOSITIVE POWER

-0-

**11** 7,349,541  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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7,349,541

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

4.6%(3)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

(3) This calculation is based on 159,112,849 Common Stock outstanding as of October 31, 2012 as reported in the 11/8/12 10-Q.

1 NAME OF REPORTING PERSON

William A. Ackman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (See Item 3)

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

6 CITIZENSHIP OR PLACE OR ORGANIZATION

U.S.A.

7 SOLE VOTING POWER

NUMBER OF

SHARES -0-

8 SHARED VOTING POWER  
BENEFICIALLY

OWNED BY

EACH 20,818,545  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-  
WITH 10 SHARED DISPOSITIVE POWER

20,818,545

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

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20,818,545

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

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

13.1%(4)

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(4) This calculation is based on 159,112,849 Common Stock outstanding as of October 31, 2012 as reported in the 11/8/12 10-Q.

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**ITEM 1. SECURITY AND ISSUER**

Item 1 of the Schedule 13D is hereby amended and restated as follows:

This Amendment No. 2 (the Amendment No. 2 ) amends and supplements the statement on Schedule 13D filed on October 8, 2010 (the Original 13D ), as amended and supplemented by amendment No. 1 (Amendment No. 1 ), filed on August 10, 2011 (the Original 13D as amended and supplemented by Amendment No. 1 and this Amendment No. 2, the Schedule 13D ), by (i) Pershing Square Capital Management, L.P., a Delaware limited partnership (Pershing Square ), (ii) PS Management GP, LLC, a Delaware limited liability company (PS Management ), (iii) Pershing Square GP, LLC, a Delaware limited liability company (Pershing Square GP ), and (iv) William A. Ackman, a citizen of the United States of America (together with Pershing Square, PS Management and Pershing Square GP, the Reporting Persons ), relating to the Common Stock, par value \$3.125 per share (the Common Stock ), of Beam, Inc., a Delaware corporation (the Issuer ), the successor to Fortune Brands, Inc. (Fortune Brands ). On or about October 4, 2011, the Issuer changed its name and CUSIP number pursuant to a merger between Beam Inc., a wholly owned subsidiary of Fortune Brands, which merged with and into Fortune Brands, with the Issuer continuing as the surviving corporation in the merger. The principal executive offices of the Issuer are located at: 510 Lake Cook Road, Deerfield, Illinois 60015. Capitalized terms used herein but not defined herein shall have the meaning set forth in the Schedule 13D.

In connection with the formation and capitalization of Pershing Square Holdings, Ltd., a limited liability company incorporated in Guernsey (PSH ), a new fund advised by Pershing Square, the transactions set forth on Exhibit 99.1, which is incorporated by reference herein, were consummated.

As of December 31, 2012, the Reporting Persons beneficially owned an aggregate of 20,818,545 shares of Common Stock, representing approximately 13.1% of the outstanding shares of Common Stock of the Issuer. The Reporting Persons disposed of the Swaps on or about May 22, 2012.

**ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following information:

References to the Pershing Square Funds in this Schedule 13D shall hereinafter also include reference to PSH.

In connection with the formation and capitalization of PSH, the transactions set forth on Exhibit 99.1, which is incorporated into this Item 3 by reference as if restated in full, were consummated.

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

Items 5(a) and (b) of the Schedule 13D are hereby amended and supplemented by adding the following information:

(a), (b)

Based upon the Issuer's quarterly report on Form 10-Q, filed on November 8, 2012, for the quarterly period ended September 30, 2012, there were 159,112,849 shares of the Common Stock outstanding as of October 31, 2012.

Based on the foregoing, the 20,818,545 shares of the Common Stock (the Subject Shares ) beneficially owned by the Reporting Persons represent approximately 13.1% of the shares of the Common Stock issued and outstanding.

Pershing Square, as the investment adviser to the Pershing Square Funds, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Subject Shares. As the general partner of Pershing Square, PS Management may be deemed to have the shared power to vote or to direct the vote of (and the shared power to dispose or

direct the disposition of) the Subject Shares. As the general partner of PS and PS II, Pershing Square GP may be deemed to have the shared power to vote or to direct the vote of (and the shared power to dispose or direct the disposition of) the 7,200,734 shares of the Common Stock held for the account of PS and the 148,807 shares of Common Stock held for the account of PS II. By virtue of William A. Ackman's position as the Chief Executive Officer of Pershing Square and managing member of each of PS Management and Pershing Square GP, William A. Ackman may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Subject Shares and, therefore, William A. Ackman may be deemed to be the beneficial owner of the Subject Shares.

Item 5(c) of the Schedule 13D is hereby amended and supplemented by adding the following information:

(c)

Exhibit 99.1, which is incorporated by reference into this Item 5(c) as if restated in full, describes all of the transactions in shares of Common Stock that were effected in the past sixty (60) days by the Reporting Persons for the benefit of the Pershing Square Funds. Except as set forth in Exhibit 99.1 attached hereto, within the last 60 days, no reportable transactions were effected by any Reporting Person.

#### **ITEM 7. MATERIAL TO BE FILED AS EXHIBITS**

Exhibit 99.1 Trading data.

**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.

Date: January 3, 2013

**PERSHING SQUARE CAPITAL MANAGEMENT, L.P.**

By: PS Management GP, LLC,  
its General Partner

By: /s/ William A. Ackman  
William A. Ackman  
Managing Member

**PS MANAGEMENT GP, LLC**

By: /s/ William A. Ackman  
William A. Ackman  
Managing Member

**PERSHING SQUARE GP, LLC**

By: /s/ William A. Ackman  
William A. Ackman  
Managing Member

/s/ William A. Ackman  
William A. Ackman

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
Exhibit 99.1	Trading Data.