

ANHEUSER-BUSCH COMPANIES, INC.  
Form DEFA14A  
November 10, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
SCHEDULE 14A  
(Rule 14A-101)  
PROXY STATEMENT PURSUANT TO SECTION 14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Materials Pursuant to Section 240.14a-12

**Anheuser-Busch Companies, Inc.**

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

1) Title of each class of securities to which the transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

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On October 23, 2008, the following e-mail from Dave Peacock, Vice President of Marketing of Anheuser-Busch, Incorporated, was delivered to the employees of the Company.

InBev/A-B  
Integration Planning  
Update

November 7, 2008

To: All Anheuser-Busch Employees

Subject: Integration Planning Update

Our integration planning for the merger of Anheuser-Busch and InBev continues, as the deal remains fully on track to close before the end of the year.

Our shareholder meeting will take place next Wednesday, just outside of New York. It will not be a typical shareholder meeting because its single purpose is to consider the merger topics. A majority of outstanding shares must vote to approve before the merger can move forward. Institutional investors hold most of the outstanding Anheuser-Busch shares and are likely to vote in advance of the meeting. The vote outcome will be another important milestone and will be announced by a press release after the meeting.

If shareholders approve the merger, the closing of the transaction will still remain subject to regulatory approvals, and the timing of these approvals is currently unknown. There has been speculation that the closing will take place soon. We cannot confirm a specific date for the change in control, but it remains on schedule to happen before the end of the year.

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By now, you should have seen on the company intranet site yesterday's announcements by August A. Busch IV that many senior executives at Anheuser-Busch will leave or retire from the company, effective with the closing of the merger. These talented individuals have committed years of service to upholding the high standards of Anheuser-Busch. They have taught us all a lot about the business, have been mentors to many of us, and we owe them a great deal of gratitude for their many contributions over the years.

Also announced yesterday within the InBev organization and on the A-B company intranet site were additional members of the new leadership team for the North American Zone. These announcements were a needed step in building the future organization and in sharing as much information with you as possible. Knowing this next layer of management helps us see where the future blended structure is heading.

We know the uncertainty of not knowing the future organization has been hard on people. We want to keep you as informed as possible, but many other decisions have not yet been made. The planning is moving forward quickly and deliberately, yet we continue to operate as independent companies.

There also have been rumors that, before the change in control, departmental layoffs and staff reductions beyond those expected from ERP or attrition will be made. We have not made any additional changes to the work force and we do not know details of the future organization yet. At closing, we will be prepared to communicate the process and timeline that will be used to finalize the future organization. A fair, structured process will be used to make those decisions. In the meantime, we anticipate no further organizational announcements until after the deal closes.

This week, we announced favorable earnings, and we completed the sales and marketing meetings with wholesalers in Las Vegas, presenting plans that will maintain the sales momentum you and our wholesalers delivered for our brands this year. There are many exciting programs in store for 2009 that will enhance the consumer appeal of our brands.

The experts who have been advising us on the merger integration all say that this period of time before closing is the toughest. The professionalism of the A-B team is strong, and we appreciate your focus and dedication to the business throughout this time.

Dave Peacock