

BEAM INC
Form SC 13D/A
January 31, 2014

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

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, 42nd Floor
New York, New York 10019

212-813-3700

with a copy to:

Robert A. Profusek

Jones Day

222 East 41st Street

New York, New York 10007

212-326-3939

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

January 30, 2014

(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).

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SCHEDULE 13D

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1. NAME OF REPORTING PERSON

Pershing Square Capital Management, L.P.

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

(a) ☐ (b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **7. SOLE VOTING POWER**

SHARES

BENEFICIALLY ☐ -0-

8. SHARED VOTING POWER

OWNED BY

EACH

REPORTING ☐ 13,518,545

9. SOLE DISPOSITIVE POWER

PERSON

WITH

☐ -0-

10. SHARED DISPOSITIVE POWER

13,518,545

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,518,545

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

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

8.3%⁽¹⁾

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

(1) This calculation is based on 163,683,814 shares of Common Stock, par value \$3.125 per share (Common Stock), of Beam, Inc. (the Issuer) outstanding as of January 8, 2014 as disclosed in the Agreement and Plan of Merger, dated as of January 12, 2014 (the Agreement and Plan of Merger), by and among Suntory Holdings Limited, SUS Merger Sub Limited and the Issuer, which is filed as Exhibit 2.1 to the Issuer's current report on Form 8-K filed with the U.S. Securities and Exchange Commission on January 13, 2014.

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1. NAME OF REPORTING PERSON

**2. PS Management GP, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF **7. SOLE VOTING POWER**

SHARES

BENEFICIALLY **8. SHARED VOTING POWER**

OWNED BY

EACH

REPORTING **9. 13,518,545
SOLE DISPOSITIVE POWER**

PERSON

WITH

**10. -0-
SHARED DISPOSITIVE POWER**

13,518,545

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,518,545

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

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

8.3%⁽²⁾

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(2) This calculation is based on 163,683,814 shares of Common Stock outstanding as of January 8, 2014 as disclosed in the Agreement and Plan of Merger.

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SCHEDULE 13D

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1. NAME OF REPORTING PERSON

William A. Ackman

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

(a) " (b) "

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8. SHARED VOTING POWER

OWNED BY

EACH

REPORTING 13,518,545

9. SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

10. SHARED DISPOSITIVE POWER

13,518,545

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,518,545

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

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

8.3%⁽³⁾

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(3) This calculation is based on 163,683,814 shares of Common Stock outstanding as of January 8, 2014 as disclosed in the Agreement and Plan of Merger.

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SCHEDULE 13D

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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. 3 (the Amendment No. 3) 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, and amendment No. 2 (Amendment No. 2), filed on January 3, 2013 (the Original 13D as amended and supplemented by Amendment No. 1, Amendment No. 2 and this Amendment No. 3, 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) and (iii) William A. Ackman, a citizen of the United States of America (together with Pershing Square and PS Management, 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 the Issuer, a wholly owned subsidiary of Fortune Brands, and 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.

As of January 31, 2014, the Reporting Persons beneficially owned an aggregate of 13,518,545 shares of Common Stock, representing approximately 8.3% of the outstanding shares of Common Stock of the Issuer.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is amended and supplemented as follows:

On January 30, 2014, the Reporting Persons disposed of 6,000,000 shares of Common Stock in an open market transaction at an average price of \$83.28 per share, resulting in the decrease of shares of Common Stock beneficially owned by the Reporting Persons.

On January 31, 2014, the Reporting Persons disposed of 1,300,000 shares of Common Stock in an open market transaction at an average price of \$83.36 per share, resulting in the decrease of shares of Common Stock beneficially owned by the Reporting Persons.

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 disclosure in the Agreement and Plan of Merger, dated as of January 12, 2014, by and among Suntory Holdings Limited, SUS Merger Sub Limited and the Issuer, which is filed as Exhibit 2.1 to the Issuer's current report on Form 8-K filed with the U.S. Securities and Exchange Commission on January 13, 2014, there were 163,683,814 shares of the Common Stock outstanding as of January 8, 2014.

Based on the foregoing, the 13,518,545 shares of the Common Stock (the Subject Shares) beneficially owned by the Reporting Persons represent approximately 8.3% 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. By virtue of William A. Ackman's position as the Chief Executive Officer of Pershing Square and managing member of PS Management, 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 days by the Reporting Persons. 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 31, 2014

**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

/s/ William A. Ackman
William A. Ackman

EXHIBIT INDEX

Exhibit	Description
99.1	Trading data