

WIMM BILL DANN FOODS OJSC

Form 20-F

April 23, 2010

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

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-31232

WIMM-BILL-DANN FOODS OJSC
(Exact name of Registrant as specified in its charter)

RUSSIAN FEDERATION
(Jurisdiction of incorporation or organization)

16 Yauzsky Boulevard, Moscow 109028, Russian Federation
(Address of principal executive offices)

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(Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
FOUR AMERICAN DEPOSITARY SHARES, EACH REPRESENTING ONE SHARE OF COMMON STOCK	NEW YORK STOCK EXCHANGE
COMMON STOCK, PAR VALUE 20 RUSSIAN RUBLES PER SHARE	NEW YORK STOCK EXCHANGE(1)

Securities registered or to be registered pursuant to Section 12(g) of the Act.

NONE
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

NONE
(Title of Class)

(1) Listed, not for trading or quotation purposes, but only in connection with the registration of ADSs pursuant to the requirements of the Securities and Exchange Commission.

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

41,846,022 shares of common stock, par value 20 Russian rubles each, as of December 31, 2009.

65,045,688 American Depositary Shares, each four representing one share of common stock, as of December 31, 2009

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

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U.S. GAAP

International Financial Reporting Standards as issued
by the International Accounting Standards Board

Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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Unless the context otherwise requires, references to WBD, Company, we, us, or our refer to Wimm-Bill-Dann Foods OJSC and its subsidiary Lianozovsky Dairy Plant was renamed Wimm-Bill-Dann in 2006. References to Lianozovsky and Lianozovsky Dairy Plant are to Wimm-Bill-Dann.

In this annual report, references to U.S. dollars or \$ are to the currency of the United States, references to rubles or RUR are to the currency of the Russian Federation, and references to or euro are to the lawful currency of the member states of the European Union that adopted a single currency in accordance with the Treaty of Rome establishing the European Economic Community, as amended by the treaty on the European Union, signed at Maastricht on February 7, 1992.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Matters discussed in this document may constitute forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933, or the U.S. Securities Act, and Section 21E of the U.S. Securities Exchange Act of 1934, or the U.S. Exchange Act. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their businesses. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts.

We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are including this cautionary statement in connection with this safe harbor legislation and other relevant laws. This document and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance. The words believe, expect, anticipate, intend, estimate, forecast, project, predict, plan, may, show, and similar expressions identify forward-looking statements. Forward-looking statements appear in a number of places including, without limitation, Item 3. Key Information D. Risk Factors, Item 4. Information on Our Company and Item 5.

Operating and Financial Review and Prospects, and include statements regarding: our strategies, outlook and growth prospects; future plans and potential for future growth; our liquidity, capital resources and capital expenditures; our capital structure, including our indebtedness amounts; our ability to generate sufficient cash flow to meet our debt service obligations; growth in demand for our services; economic outlook and industry trends; developments of our markets; the impact of regulatory initiatives; and the strength of our competitors.

The forward-looking statements in this document are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management's examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we may not achieve or accomplish these expectations, beliefs or projections. In addition to these important factors and matters discussed elsewhere herein and in the documents incorporated by reference herein, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements, including the achievement of the anticipated levels of profitability, growth, cost and synergy of our recent acquisitions, the timely development and acceptance of new products, changes in consumer preferences, the impact of competitive pricing, the ability to obtain necessary regulatory approvals, availability of external financing on commercially acceptable terms, the condition of the Russian economy, the impact of general business and global economic conditions and other important factors described from time to time in the reports filed by us with the U.S. Securities and Exchange Commission (the "SEC").

Except to the extent required by law, neither we, nor any of our respective agents, employees or advisors intend or have any duty or obligation to supplement, amend, update or revise any of the forward-looking statements contained or incorporated by reference in this document.

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PART I

Item 1. Identity of Directors, Senior Management and Advisors

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

A. Selected Financial Data

The selected consolidated financial data set forth below at December 31, 2009, 2008, 2007, 2006 and 2005 and for the years then ended have been derived from our audited financial statements prepared in accordance with U.S. GAAP. The selected consolidated financial data should be read in conjunction with our Consolidated Financial Statements included under Item 18. Financial Statements and Item 5. Operating and Financial Review and Prospects.

	For the years ended December 31,				
	2009	2008	2007	2006	2005
	In thousands of U.S. Dollars, except share and per share data				
Statement of Income Data:					
Sales	\$ 2,181,062	\$ 2,823,564	\$ 2,438,328	\$ 1,762,127	\$ 1,394,590
Cost of sales	(1,452,737)	(1,910,528)	(1,654,879)	(1,194,159)	(999,006)
Gross profit	728,325	913,036	783,449	567,968	395,584
Selling and distribution expenses	(379,659)	(488,110)	(387,853)	(246,054)	(191,990)
General and administrative expenses	(137,440)	(171,400)	(180,922)	(134,481)	(109,642)
Other operating expenses	(9,552)	(8,383)	(704)	(31,812)	(6,457)
Operating income	201,674	245,143	213,970	155,621	87,495
Financial income and expenses, net	(43,224)	(101,504)	(16,851)	(15,480)	(22,868)
Income before provision for income taxes and minority interest	158,450	143,639	197,119	140,141	64,627
Provision for income taxes	(40,678)	(39,898)	(54,302)	(41,560)	(30,712)
Consolidated net income	117,772	103,741	142,817	98,581	33,915
Net income attributable to noncontrolling interests	(1,237)	(2,029)	(2,769)	(3,197)	(3,649)
Net income attributable to WBD Foods shareholders	\$ 116,535	\$ 101,712	\$ 140,048	\$ 95,384	\$ 30,266
Earnings per share - basic and diluted (1)	\$ 2.73	\$ 2.31	\$ 3.18	\$ 2.17	\$ 0.69
Dividends per share (2)	\$	\$	\$ 0.12	\$ 0.55	\$
Weighted average number of shares outstanding	42,763,668	43,993,827	44,000,000	44,000,000	44,000,000
Other Data:					
Capital expenditures	\$ 121,838	\$ 195,252	\$ 192,662	\$ 129,963	\$ 75,110
Cash provided by operating activities	\$ 312,296				