

REDHOOK ALE BREWERY INC

Form S-4/A

May 12, 2008

**Table of Contents**

**As filed with the Securities and Exchange Commission on May 12, 2008**

**Registration No. 333-149908**

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

**Amendment No. 2  
TO**

**Form S-4**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Redhook Ale Brewery, Incorporated**  
*(Exact name of Registrant as specified in its charter)*

**Washington**  
*(State or other jurisdiction of  
incorporation or organization)*

**2082**  
*(Primary Standard Industrial  
Classification Code Number)*

**91-1141254**  
*(I.R.S. Employer  
Identification Number)*

**14300 NE 145th Street, Suite 210, Woodinville, Washington 98072-6950  
(425) 483-3232**

*(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)*

**Paul S. Shipman, Chief Executive Officer  
Redhook Ale Brewery, Incorporated  
14300 NE 145th Street, Suite 210, Woodinville, Washington 98072-6950  
(425) 483-3232**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

***Copies to:***

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111 S.W. Fifth Avenue  
Suite 3400  
Portland, Oregon 97204  
(503) 224-5858**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions under the merger agreement

described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, or the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

(Do not check if a smaller reporting company)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**Table of Contents**

The information in this joint proxy statement/prospectus is not complete and may be changed. Redhook may not sell its securities pursuant to the proposed transaction until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**SUBJECT TO COMPLETION, DATED MAY 9, 2008**

**MEETINGS OF SHAREHOLDERS  
YOUR VOTE IS VERY IMPORTANT**

To the Shareholders of Redhook Ale Brewery, Incorporated and Widmer Brothers Brewing Company:

Redhook Ale Brewery, Incorporated, which we refer to as Redhook, and Widmer Brothers Brewing Company, which we refer to as Widmer, have entered into an Agreement and Plan of Merger, as amended, which we refer to as the merger agreement, pursuant to which Widmer will merge with and into Redhook. In connection with the merger, each holder of shares of common or preferred stock of Widmer will receive, in exchange for each share held, 2.1551 shares of Redhook common stock. Redhook security holders will continue to own their existing shares of Redhook common stock. Widmer security holders will be entitled to receive approximately 8,361,529 shares of Redhook common stock pursuant to the merger. Based on the closing price of \$6.12 per share reported on the Nasdaq Stock Market on November 12, 2007, the last trading date before the first public announcement of the merger, the approximate value of these shares would be \$51,173,000. These shares will represent approximately 50% of the outstanding shares of the combined company immediately following the consummation of the merger. This percentage assumes that no security holder of Widmer exercises statutory dissenters' rights in connection with the merger and that currently outstanding options held by Redhook employees, officers, directors, and former directors to acquire 689,140 shares of Redhook common stock are not exercised prior to consummation of the merger.

Shares of Redhook common stock are currently listed on the Nasdaq Stock Market under the symbol HOOK. On [ ], 2008, the last trading day before the date of this joint proxy statement/prospectus, the closing sale price of Redhook common stock was \$[ ] per share.

Redhook and Widmer are each holding a shareholders meeting in order to obtain the shareholder approvals necessary to complete the merger and related matters. At the Redhook annual meeting, which will be held at 2:00 p.m., local time, on June 24, 2008 at Redhook's offices at 14300 NE 145th Street, Suite 210, Woodinville, Washington 98072-6950, unless postponed or adjourned to a later date, Redhook will ask its shareholders to approve the issuance of Redhook common stock pursuant to the merger agreement as further described in the accompanying joint proxy statement/prospectus, as well as to elect directors and ratify the appointment of auditors. At the Widmer special meeting, which will be held at 4:00 p.m., local time, on June 26, 2008 at Widmer's offices at 929 North Russell Street, Portland, Oregon 97227, unless postponed or adjourned to a later date, Widmer will ask its shareholders to, among other things, approve the merger agreement.

After careful consideration, the directors of Redhook and Widmer, other than those directors on the boards of Redhook and Widmer who serve as designees of Anheuser-Busch, Incorporated and abstained from voting, have unanimously approved the merger agreement. Each of the Redhook and Widmer boards of directors has determined that it is advisable to enter into the merger and recommends that its respective shareholders vote FOR the respective proposals described in the accompanying joint proxy statement/prospectus.

More information about Redhook, Widmer and the proposed transaction is contained in this joint proxy statement/prospectus. **Redhook and Widmer urge you to read this joint proxy statement/prospectus carefully**

**and in its entirety. IN PARTICULAR, YOU SHOULD CAREFULLY CONSIDER THE MATTERS DISCUSSED UNDER RISK FACTORS BEGINNING ON PAGE 19.**

Redhook and Widmer thank you for your consideration and continued support.

Paul S. Shipman  
Chief Executive Officer  
REDHOOK ALE BREWERY, INCORPORATED

Kurt R. Widmer  
President and Chief Executive Officer  
WIDMER BROTHERS BREWING COMPANY

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated [ ], 2008, and is expected to be mailed to shareholders of Redhook and Widmer on or about [ ], 2008.

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Table of Contents

**Redhook Ale Brewery, Incorporated**  
**14300 NE 145th Street, Suite 210**  
**Woodinville, WA 98072-6950**  
**(425) 483-3232**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON JUNE 24, 2008**

Dear Shareholders of Redhook:

On behalf of the board of directors of Redhook Ale Brewery, Incorporated, a Washington corporation, we are pleased to deliver this joint proxy statement/prospectus for the proposed merger between Redhook and Widmer Brothers Brewing Company, an Oregon corporation, pursuant to which Widmer will merge with and into Redhook. The annual meeting of shareholders of Redhook will be held on June 24, 2008 at 2:00 p.m., local time, at Redhook's offices at 14300 NE 145th Street, Suite 210, Woodinville, Washington 98072-6950 for the following purposes, as more fully described in the accompanying joint proxy statement/prospectus:

1. To elect seven directors to serve until the 2009 Annual Meeting of Shareholders or until their earlier retirement, resignation or removal;
2. To consider and vote upon a proposal approving the issuance of Redhook common stock pursuant to the Agreement and Plan of Merger dated as of November 13, 2007, as amended, by and between Redhook and Widmer, a copy of which is attached as Annex A to the accompanying joint proxy statement/prospectus;
3. To ratify the appointment of Moss Adams LLP as Redhook's independent registered public accounting firm for the fiscal year ending December 31, 2008; and
4. To transact such other business as may properly come before the annual meeting or any adjournment or postponement thereof.

The board of directors of Redhook has fixed May 5, 2008 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Redhook annual meeting and any adjournment or postponement thereof. Only holders of record of shares of Redhook common stock at the close of business on the record date are entitled to notice of, and to vote at, the Redhook annual meeting. At the close of business on the record date, Redhook had 8,380,239 shares of common stock outstanding and entitled to vote.

**Your vote is important. The affirmative vote of the majority of shares of Redhook common stock having voting power present in person or represented by proxy at the Redhook annual meeting is required for approval of Redhook Proposal Nos. 2 and 3. The affirmative vote of a plurality of shares of Redhook common stock having voting power present in person or represented in proxy at the Redhook annual meeting is required to elect directors pursuant to Redhook Proposal No. 1.**

**Even if you plan to attend the Redhook annual meeting in person, Redhook requests that you sign and return the enclosed proxy to ensure that your shares will be represented at the Redhook annual meeting if you are unable to attend. If you sign, date and mail your proxy card without indicating how you wish to vote, your proxy will be counted as a vote in favor of Redhook Proposal Nos. 1, 2 and 3. If you fail to return your proxy card and do not attend the Redhook annual meeting in person, the effect will be that your shares will not be**

**counted for purposes of determining whether a quorum is present at the Redhook annual meeting. If you do attend the Redhook annual meeting and wish to vote in person, you may withdraw your proxy and vote in person. Please note, however, that if your shares are held of record by a broker, bank, or other nominee and you wish to vote at the meeting, you must obtain from the record holder a proxy issued in your name.**

By Order of Redhook's Board of Directors,

Paul S. Shipman  
Chief Executive Officer  
Woodinville, Washington  
[ ], 2008

**THE REDHOOK BOARD OF DIRECTORS HAS DETERMINED AND BELIEVES THAT EACH OF THE PROPOSALS OUTLINED ABOVE IS ADVISABLE TO, AND IN THE BEST INTERESTS OF, REDHOOK AND ITS SHAREHOLDERS AND HAS APPROVED SUCH PROPOSALS.**

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Table of Contents

**WIDMER BROTHERS BREWING COMPANY**  
**929 North Russell Street**  
**Portland, OR 97227**  
**(503) 331-7224**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON JUNE 26, 2008**

To the Shareholders of Widmer Brothers Brewing Company:

A special meeting of the shareholders of Widmer Brothers Brewing Company, or Widmer, will be held on Thursday, June 26, 2008, at 4:00 p.m., local time, at Widmer's offices at 929 North Russell Street, Portland, Oregon 97227, for the following purposes:

1. To consider and vote upon a proposal to approve the Agreement and Plan of Merger dated as of November 13, 2007, as amended, by and between Redhook Ale Brewery, Incorporated and Widmer, a copy of which is attached as Annex A to the accompanying joint proxy statement/prospectus, pursuant to which Widmer will merge with and into Redhook, and each holder of shares of common or preferred stock of Widmer will receive, in exchange for each share held, 2.1551 shares of Redhook common stock, as more fully described in the accompanying joint proxy statement/prospectus.
2. To transact such other business as may properly come before the special meeting or any adjournment or postponement thereof.

Shareholders of record at the close of business on May 13, 2008 are entitled to vote at the special meeting and any such adjournment or postponement.

We cannot complete the merger unless the proposal to approve the agreement and plan of merger is approved by the affirmative vote of the holders of a majority of the outstanding shares of Widmer common stock. The joint proxy statement/prospectus accompanying this notice explains the merger and merger agreement and provides specific information concerning the special meeting. Please review this joint proxy statement/prospectus carefully.

**THE WIDMER BOARD OF DIRECTORS HAS DETERMINED THAT THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT IS IN THE BEST INTERESTS OF WIDMER AND ITS SHAREHOLDERS AND, ACCORDINGLY, RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE MERGER AGREEMENT.**

**Whether or not you plan to attend the special meeting, please complete, sign and date the enclosed proxy card and return it promptly in the enclosed envelope as soon as possible.** You may revoke the proxy at any time prior to its exercise in the manner described in the joint proxy statement/prospectus. Any shareholder of record present at the special meeting, including any adjournment or postponement of it, may revoke his or her proxy and vote personally. Executed proxies without specific voting instructions will be voted **FOR** approval of the merger agreement.

**Please do not send any stock certificates at this time.**

By Order of Widmer's Board of Directors,

Robert P. Widmer  
Secretary

Portland, Oregon  
[ ], 2008

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**Table of Contents**

**REFERENCE TO ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates by reference important business and financial information about Redhook from documents that Redhook has filed or may file in the future with the Securities and Exchange Commission. For your convenience, we are delivering to you with this joint proxy statement/prospectus a copy of Redhook's Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2007. We are not including in or delivering with this joint proxy statement/prospectus any of the other documents incorporated by reference. For a listing of all of the documents incorporated by reference into this joint proxy statement/prospectus, see the section entitled "Where You Can Find Additional Information" beginning on page 149.

The documents incorporated by reference into this joint proxy statement/prospectus are available on Redhook's website ([www.redhook.com](http://www.redhook.com)). Redhook will also provide you copies of these documents without charge upon written or oral request. You may make a request for these documents by email to [Investor.Relations@Redhook.com](mailto:Investor.Relations@Redhook.com) or by mail or telephone to:

Redhook Ale Brewery, Incorporated  
14300 NE 145th Street, Suite 210  
Woodinville, WA 98072  
Attn.: Investor Relations  
(425) 483-3232

All website addresses given in this joint proxy statement/prospectus are for information only and are not intended to be an active link or to incorporate any website information into this joint proxy statement/prospectus.

Please note that the copy of Redhook's Annual Report on Form 10-K provided to you does not include exhibits, unless the exhibits are specifically incorporated by reference into that report or this joint proxy statement/prospectus.

**In order to receive timely delivery of requested documents in advance of the annual meeting of Redhook shareholders and the special meeting of Widmer shareholders, you should make your request no later than June 17, 2008, which is five business days prior to the date of the shareholder meetings.**

**ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS**

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the Securities and Exchange Commission by Redhook (File No. 333-149908), constitutes a prospectus of Redhook under Section 5 of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the Redhook common stock to be issued to Widmer shareholders as required by the merger agreement. It also constitutes a notice of meeting and a joint proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, with respect to the annual meeting of Redhook shareholders, at which Redhook shareholders will be asked to consider and vote upon a proposal to approve the issuance of Redhook common stock pursuant to the merger agreement as well as to elect directors and ratify the appointment of auditors, and, with respect to the special meeting of Widmer shareholders, at which Widmer shareholders will be asked to consider and vote upon a proposal to approve the merger agreement.

**Table of Contents**

**REDHOOK ALE BREWERY, INCORPORATED**

**Form S-4**

**TABLE OF CONTENTS**

	<b>Page</b>
<u>Questions and Answers About the Merger</u>	v
<u>Summary</u>	1
<u>The Companies</u>	1
<u>Summary of the Merger</u>	2
<u>Reasons for the Merger</u>	3
<u>Opinion of Redhook's Financial Advisor</u>	4
<u>Widmer Valuation Report</u>	4
<u>Overview of the Merger Agreement</u>	4
<u>Lock-up Agreements</u>	5
<u>Management Following the Merger</u>	5
<u>Interests of Redhook's Directors and Executive Officers in the Merger</u>	6
<u>Interests of Widmer's Directors and Executive Officers in the Merger</u>	7
<u>Material United States Federal Income Tax Consequences of the Merger</u>	8
<u>Accounting Treatment</u>	8
<u>Risk Factors</u>	8
<u>Regulatory Approvals</u>	10
<u>Dissenters' Rights</u>	11
<u>Comparison of Shareholder Rights</u>	11
<u>Selected Historical Financial Data</u>	12
<u>Selected Historical Financial Data of Redhook</u>	12
<u>Selected Historical Consolidated Financial Data of Widmer</u>	14
<u>Selected Unaudited Pro Forma Combined Condensed Financial Data</u>	16
<u>Comparative Historical and Unaudited Pro Forma Per Share Data</u>	17
<u>Market Price and Dividend Information</u>	18
<u>Risk Factors</u>	19
<u>Risks Related to the Merger</u>	19
<u>Risks Related to the Combined Company</u>	21
<u>Forward-Looking Statements</u>	33
<u>The Merger</u>	34
<u>Background of the Merger</u>	34
<u>Reasons for the Merger</u>	36
<u>Opinion of Redhook's Financial Advisor</u>	39
<u>Widmer Valuation Report</u>	42
<u>Form of the Merger</u>	44
<u>Merger Consideration</u>	44
<u>Effective Time of the Merger</u>	45
<u>Interests of Redhook's Directors and Executive Officers in the Merger</u>	45
<u>Interests of Widmer's Directors and Executive Officers in the Merger</u>	46
<u>Regulatory Approvals Required for the Merger</u>	47
<u>Tax Treatment of the Merger</u>	48



**Table of Contents**

	<b>Page</b>
<u>Dissenters' Rights</u>	50
<u>The Merger Agreement</u>	52
<u>General</u>	52
<u>Closing and Effective Time of the Merger</u>	52
<u>Merger Consideration</u>	52
<u>Articles of Incorporation and Bylaws of Redhook</u>	53
<u>Directors and Executive Officers of Redhook Following the Merger</u>	53
<u>Conditions to the Completion of the Merger</u>	53
<u>Covenants</u>	55
<u>Representations and Warranties</u>	59
<u>Amendments</u>	61
<u>Agreements Related to the Merger</u>	62
<u>Lock-Up Agreements</u>	62
<u>Employment and Consulting Agreements</u>	62
<u>Non-Competition and Non-Solicitation Agreements</u>	64
<u>Agreements with Anheuser-Busch</u>	64
<u>The Annual Meeting of Redhook Shareholders</u>	66
<u>Date, Time and Place</u>	66
<u>Purposes of the Redhook Annual Meeting</u>	66
<u>Recommendation of Redhook's Board of Directors</u>	66
<u>Record Date and Voting Power</u>	66
<u>Voting and Revocation of Proxies</u>	67
<u>Required Vote</u>	68
<u>Shares Owned by Redhook Directors, Executive Officers and Principal Shareholders</u>	68
<u>Solicitation of Proxies</u>	68
<u>Other Matters</u>	68
<u>Matters Being Submitted to a Vote of Redhook Shareholders</u>	69
<u>Proposal No. 1: Election of Directors</u>	69
<u>Proposal No. 2: Approval of the Issuance of Common Stock Pursuant to the Merger</u>	76
<u>Proposal No. 3: Ratification of Appointment of Independent Registered Public Accounting Firm</u>	77
<u>Other Matters</u>	78
<u>Redhook Executive Compensation</u>	79
<u>Compensation Discussion and Analysis</u>	79
<u>Compensation Committee Report</u>	85
<u>Summary Compensation Table</u>	85
<u>Grants of Plan-Based Awards for Fiscal Year 2007</u>	86
<u>Outstanding Equity Awards Value at Fiscal Year End</u>	87
<u>Employment Arrangements; Severance and Change of Control Arrangements</u>	87
<u>Certain Transactions of Redhook</u>	91
<u>Statement of Policy on Related Party Transactions</u>	91
<u>Certain Related Party Transactions</u>	91
<u>The Special Meeting of Widmer Shareholders</u>	97
<u>Date, Time and Place</u>	97
<u>Purpose of the Widmer Special Meeting</u>	97



**Table of Contents**

	<b>Page</b>
<u>Recommendation of Widmer's Board of Directors</u>	97
<u>Record Date; Shares Entitled to Vote; Quorum</u>	97
<u>Shares Owned by Widmer Directors, Executive Officers and Principal Shareholders</u>	97
<u>Voting of Proxies</u>	97
<u>Revocability of Proxies</u>	98
<u>Solicitation of Proxies</u>	98
<u>Matters Being Submitted to a Vote of Widmer Shareholders</u>	99
<u>Proposal No. 1: Adoption of the Merger Agreement</u>	99
<u>Widmer Executive Compensation</u>	99
<u>Compensation Discussion and Analysis</u>	99
<u>Summary Compensation Table</u>	102
<u>Grants of Plan-Based Awards for Fiscal Year 2007</u>	102
<u>Potential Payments upon termination or Change of Control</u>	103
<u>Certain Transactions of Widmer</u>	105
<u>Statement of Policy on Related Party Transactions</u>	105
<u>Transactions with Directors, Executive Officers and Principal Shareholders of Widmer</u>	105
<u>Management Following the Merger</u>	108
<u>Executive Officers and Directors</u>	108
<u>Redhook's Business</u>	111
<u>Widmer's Business</u>	111
<u>Widmer Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	116
<u>Quantitative and Qualitative Disclosures about Widmer's Market Risk</u>	132
<u>Unaudited Pro Forma Combined Condensed Financial Statements</u>	133
<u>Comparison of Rights of Holders of Redhook Stock and Widmer Stock</u>	140
<u>Principal Shareholders of Redhook</u>	145
<u>Principal Shareholders of Widmer</u>	147
<u>Principal Shareholders of the Combined Company</u>	149
<u>Legal Matters</u>	151
<u>Experts</u>	151
<u>Where You Can Find Additional Information</u>	151
<u>Widmer Financial Statements</u>	F-1
Annexes	
<u>Annex A: Agreement and Plan of Merger</u>	A-1
<u>Annex B: Opinion of Houlihan Smith</u>	B-1
<u>Annex C: Valuation Report of Corporate Advisory Associates</u>	C-1
<u>Annex D: Section 60.551 to Section 60.594 of the Oregon Business Corporation Act</u>	D-1
<u>Annex E: Excerpt from Redhook's Amended and Restated Bylaws</u>	E-1
<u>EXHIBIT 4.1</u>	
<u>EXHIBIT 5.1</u>	
<u>EXHIBIT 8.1</u>	
<u>EXHIBIT 23.1</u>	
<u>EXHIBIT 23.2</u>	

**Table of Contents**

**QUESTIONS AND ANSWERS ABOUT THE MERGER**

The following section provides answers to frequently asked questions about the merger. Redhook and Widmer urge you to read carefully the entirety of this joint proxy statement/prospectus because the information in this section does not provide all the information that may be important to you. Additional information is also contained in the annexes to, and the documents incorporated by reference in, this joint proxy statement/prospectus.

**Q1: What is the merger?**

A1: Redhook and Widmer have entered into an Agreement and Plan of Merger dated as of November 13, 2007, as amended, which we refer to as the merger agreement. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A. The merger agreement contains the terms and conditions of the proposed business combination of Redhook and Widmer. Under the merger agreement, Widmer will merge with and into Redhook, which transaction we refer to as the merger.

**Q2: What will Widmer shareholders receive in the merger?**

A2: In connection with the merger, each holder of shares of common or preferred stock of Widmer will receive, in exchange for each share held, 2.1551 shares of Redhook common stock. Redhook shareholders will continue to own their existing shares of Redhook common stock. The shares of Redhook common stock that Widmer security holders will be entitled to receive pursuant to the merger are expected to represent approximately 50% of the outstanding shares of the combined company immediately following the consummation of the merger. This percentage assumes that no security holder of Widmer exercises statutory dissenters' rights in connection with the merger and that currently outstanding options held by Redhook employees, officers, directors, and former directors to acquire 689,140 shares of Redhook common stock are not exercised prior to consummation of the merger.

**Q3: Why are the two companies proposing to merge?**

A3: Redhook and Widmer believe that the merger is a natural extension of a working relationship that has existed between the two companies since 2003 and that the combined company will have many advantages. For a discussion of Redhook's and Widmer's reasons for the merger, please see the section entitled "The Merger Reasons for the Merger" in this joint proxy statement/prospectus beginning on page 36.

**Q4: Why am I receiving this joint proxy statement/prospectus?**

A4: You are receiving this joint proxy statement/prospectus because you have been identified as a shareholder of either Redhook or Widmer as of the applicable record date. Each holder of common stock of Redhook or Widmer as of the applicable record date is entitled to vote at such company's shareholder meeting. Holders of preferred stock of Widmer are entitled to notice of its shareholder meeting but are not entitled to vote at the meeting. This document serves as a joint proxy statement for both Redhook and Widmer, as a solicitation of proxies for the shareholder meetings. This document also serves as a prospectus of Redhook offering shares of Redhook common stock in exchange for shares of Widmer common stock and preferred stock pursuant to the terms of the merger agreement. This joint proxy statement/prospectus contains important information about the merger and the shareholder meetings of Redhook and Widmer, and you should read it carefully.

**Q5: When do you expect the merger to be consummated?**

A5: Redhook and Widmer anticipate that the consummation of the merger will occur early in the third quarter of 2008, but cannot predict the exact timing. For more information, please see the section entitled "The Merger Agreement - Conditions to the Completion of the Merger" on page 52 of this joint proxy statement/prospectus.

**Q6: What do I need to do now?**

A6: In order to determine how the merger will affect you, Redhook and Widmer urge you to carefully read this joint proxy statement/prospectus, including its annexes, as well as Redhook's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, which accompanies this joint proxy statement/

**Table of Contents**

prospectus, and the other documents filed by Redhook with the Securities and Exchange Commission under the Exchange Act that are incorporated by reference in this joint proxy statement/prospectus.

You may provide your proxy instructions by completing and signing the enclosed proxy and mailing it in the enclosed return envelope. If you are a Redhook shareholder, you may also submit your proxy by telephone in accordance with the instructions on the Redhook proxy card. Please provide your proxy instructions only once and as soon as possible so that your shares can be voted at the annual meeting of Redhook shareholders or the special meeting of Widmer shareholders, as applicable. If you hold your shares in street name through a bank, broker or other nominee, you must instruct your bank, broker or other nominee as to how to vote your shares using the enclosed voting instruction card. Telephone and Internet voting may be available in accordance with the instructions on the voting instruction card.

**Q7: What happens if I do not return a proxy card or otherwise provide proxy instructions?**

A7: If you are a Redhook shareholder and you fail to return your proxy card or otherwise provide proxy instructions, your shares will not be counted for purposes of determining whether a quorum is present at the Redhook annual meeting, but otherwise this failure will have no effect on the vote on the proposal to approve the issuance of Redhook common stock pursuant to the merger agreement, which is based solely on the number of votes cast.

If you are a Widmer shareholder, the failure to return your proxy card will have the same effect as voting against the approval of the merger agreement, and your shares will not be counted for purposes of determining whether a quorum is present at the Widmer special meeting.

**Q8: May I vote in person?**

A8: If you are a shareholder of Redhook and your shares of Redhook common stock are registered directly in your name with Redhook's transfer agent, you are considered to be the shareholder of record with respect to those shares, and the proxy materials and proxy card are being sent directly to you by Redhook. If you are a Redhook shareholder of record, you may attend the annual meeting of Redhook shareholders to be held on June 24, 2008 and vote your shares in person. Even if you plan to attend the Redhook annual meeting in person, Redhook requests that you sign and return the enclosed proxy card to ensure that your shares will be represented at the Redhook annual meeting if you are unable to attend.

If your shares of Redhook common stock are held, not in your name, but rather in a brokerage or bank account or by another nominee, you are considered the beneficial owner of shares held in street name, and the proxy materials are being forwarded to you together with a voting instruction card by your bank, broker or other nominee. As the beneficial owner, you are also invited to attend the annual meeting of Redhook shareholders. Because a beneficial owner is not the shareholder of record, you may not vote these shares in person at the Redhook annual meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting.

If you are a shareholder of Widmer and your shares of Widmer common stock or preferred stock are registered directly in your name, you are considered to be the shareholder of record with respect to those shares and the proxy materials are being sent directly to you by Widmer. If you are a holder of record of Widmer common stock, you may attend the special meeting of Widmer shareholders to be held on June 26, 2008 and vote your shares in person. Even if you plan to attend the Widmer special meeting in person, Widmer requests that you sign and return the enclosed proxy card to ensure that your shares will be represented at the Widmer special meeting if you are unable to attend.

**Q9: If my Redhook shares are held in street name by my bank, broker or other nominee, will my bank, broker or other nominee vote my shares for me?**

A9: Your broker will be able to vote your shares of Redhook common stock on the proposal to approve the issuance of Redhook common stock pursuant to the merger only if it receives instructions from you. To make sure that your vote on this proposal is counted, you should instruct your broker to vote your shares, following the procedure provided by your broker.

**Table of Contents**

**Q10: May I change my vote after I have submitted a proxy or provided proxy instructions?**

A10: Redhook shareholders of record may change their vote at any time before their proxy is voted at the Redhook annual meeting in one of three ways. First, a shareholder of record of Redhook can send a written notice to the Secretary of Redhook stating that the shareholder would like to revoke the earlier proxy. Second, a shareholder of record of Redhook can submit new proxy instructions on a new proxy card. Third, a shareholder of record of Redhook can attend the Redhook annual meeting and vote in person. Attendance alone will not revoke a proxy. If your shares of Redhook stock are held in street name and you have instructed a bank, broker or other nominee to vote your shares of Redhook common stock, you must follow directions received from your broker to change those instructions.

Holders of record of Widmer common stock may change their vote at any time before their proxy is voted at the Widmer special meeting by delivering to the Secretary of Widmer a signed notice of revocation or a later-dated signed proxy, or by attending the Widmer special meeting and voting in person. Attendance at the Widmer special meeting does not in itself constitute the revocation of a proxy.

**Q11: Should I send in my stock certificates now?**

A11: No. If you are a Widmer shareholder, after the merger is consummated, you will receive written instructions from the exchange agent for exchanging your certificates representing shares of Widmer capital stock for certificates representing shares of Redhook common stock. You will receive a cash payment for any fractional share.

**Q12: Who is paying for this proxy solicitation?**

A12: Redhook is paying the cost of soliciting proxies, including the printing and filing of this joint proxy statement/prospectus, the proxy card and any additional information furnished to shareholders. Arrangements will also be made with brokerage firms and other custodians, nominees and fiduciaries who are record holders of Redhook common stock for the forwarding of solicitation materials to the beneficial owners of Redhook common stock. Redhook will reimburse these brokers, custodians, nominees and fiduciaries for the reasonable out-of-pocket expenses they incur in connection with the forwarding of solicitation materials.

**Q13: Who can help answer my questions?**

A13: If you are a Redhook shareholder and would like additional copies, without charge, of this joint proxy statement/prospectus or if you have questions about the merger, including the procedures for voting your shares, you should contact:

Redhook Ale Brewery, Incorporated  
14300 NE 145th Street, Suite 210  
Woodinville, WA 98072-6950  
Tel: (425) 483-3232  
Attn: Investor Relations  
Investor.Relations@Redhook.com

If you are a Widmer shareholder, and would like additional copies, without charge, of this joint proxy statement/prospectus or if you have questions about the merger, including the procedures for voting your shares, you should contact:

Widmer Brothers Brewing Company  
929 North Russell Street  
Portland, OR 97227  
Tel: (503) 281-2437  
Attn: Investor Relations

**Table of Contents**

**SUMMARY**

*This summary highlights selected information from this joint proxy statement/prospectus and may not contain all of the information that is important to you. To better understand the merger, you should carefully read this joint proxy statement/prospectus, including its annexes, as well as Redhook's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, as amended, which accompanies this joint proxy statement/prospectus, and the other documents filed by Redhook with the Securities and Exchange Commission under the Exchange Act that are incorporated by reference in this joint proxy statement/prospectus. For more information, please see the section entitled "Where You Can Find Additional Information" beginning on page 149 of this joint proxy statement/prospectus.*

**The Companies**

**Redhook Ale Brewery, Incorporated**

14300 NE 145th Street, Suite 210  
Woodinville, WA 98072-6950  
(425) 483-3232

Redhook Ale Brewery, Incorporated has been an independent brewer of craft beers in the U.S. since its formation in 1981 and is considered to be one of the pioneers of the domestic craft brewing segment. Redhook produces its specialty bottled and draft products in two company-owned breweries, one in the Seattle suburb of Woodinville, Washington, and the other in Portsmouth, New Hampshire. By operating its own small-batch breweries, Redhook believes that it is better able to control the quantities, types and flavors of beer produced, while optimizing the quality and consistency of its products. Management believes that Redhook's production capacity is of high quality and that Redhook is the only domestic craft brewer that owns and operates substantial production facilities in both the western region and eastern region of the U.S. Each brewery also operates a pub on the premises, promoting Redhook's products, offering dining and entertainment facilities, and selling retail merchandise.

Redhook currently produces nine styles of beer, marketed under distinct brand names. Redhook's flagship brand is *Redhook ESB* and its other principal products include *Redhook Long Hammer IPA*, *Redhook Blonde Ale*, *Blackhook Porter*, and its seasonal offerings *Sunrye*, *Late Harvest Autumn*, *Winterhook* and *Copperhook Ales*. Redhook also produces and sells *Widmer Hefeweizen* in the midwest and eastern U.S. under a licensing agreement with Widmer. In addition to its principal products, Redhook periodically develops and markets new products to test and measure consumer response to varying styles and flavors.

Since 1997, Redhook's products have been distributed in the U.S. in 48 states. Prior to establishing a distribution relationship in 1994 with Anheuser-Busch, Incorporated, which we refer to as A-B, Redhook distributed its products through distributors in eight western states. In October 1994, Redhook entered into a distribution alliance with A-B, consisting of a national distribution agreement and an investment by A-B in Redhook. The distribution alliance gave Redhook access to A-B's national distribution network to distribute its products while existing wholesalers continued to distribute Redhook's products outside of the distribution alliance. Pursuant to an investment agreement, Busch Investment Corporation, an affiliate of A-B and which we also refer to as A-B, invested approximately \$30 million to purchase Redhook convertible redeemable preferred stock and Redhook common stock, including shares issued concurrent with Redhook's initial public offering.

In August 1995, Redhook completed the sale of Redhook common stock through an initial public offering in addition to the common shares purchased by A-B. The net proceeds of the offerings totaled approximately \$46 million.

On July 1, 2004, Redhook completed a restructuring of its ongoing relationship with A-B by executing two new agreements: an exchange and recapitalization agreement and a distribution agreement. Pursuant to the exchange and recapitalization agreement, Redhook issued common stock to A-B in exchange for all of the preferred stock held by A-B. The terms of the 2004 distribution agreement with A-B provide for Redhook to continue to distribute its products in the midwest and eastern U.S. through A-B's national distribution network by selling its product to A-B.

**Table of Contents**

On July 1, 2004, Redhook also entered into definitive agreements with Widmer with respect to the operation of a joint venture, Craft Brands Alliance LLC, which we refer to as Craft Brands. Pursuant to these agreements, Redhook and Widmer manufacture and sell their product to Craft Brands at a price substantially below wholesale pricing levels; Craft Brands, in turn, advertises, markets and sells Redhook's and Widmer's products to wholesale outlets in the western U.S. through a distribution agreement between Craft Brands and A-B.

**Widmer Brothers Brewing Company**

929 North Russell Street

Portland, OR 97227

(503) 331-7224