

CRAFT BREW ALLIANCE, INC.
Form SC 13D/A
September 03, 2013

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)

Craft Brew Alliance, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.005 per share
(Title of Class of Securities)

224122 10 1
(CUSIP Number)

Kurt R. Widmer
Craft Brew Alliance, Inc.
929 North Russell Street
Portland, Oregon 97227-1733
Telephone: (503) 281-2437
(Name, Address, and Telephone Number of Person Authorized
to Receive Notices and Communications)

Copy to:

Mary Ann Frantz
Miller Nash LLP
111 S.W. Fifth Avenue, Suite 3400
Portland, Oregon 97204
Telephone: (503) 224-5858

August 30, 2013
(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

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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pages

13D

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Kurt R. Widmer

2. Check the Appropriate Box if a Member of a Group

☒ (a)

☐ (b)

3. SEC Use Only

4. Source of Funds

Not applicable

5. ☐ Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With:

7. Sole Voting Power

0

8. Shared Voting Power

1,412,281

9. Sole Dispositive Power

0

10. Shared Dispositive Power

1,412,281

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,412,281

12. ☐ Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

7.5%

14. Type of Reporting Person

IN

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1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Ann G. Widmer

2. Check the Appropriate Box if a Member of a Group

☒ (a)

☐ (b)

3. SEC Use Only

4. Source of Funds

Not applicable

5. ☐ Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With:

7. Sole Voting Power

0

8. Shared Voting Power

1,412,281

9. Sole Dispositive Power

0

10. Shared Dispositive Power

1,412,281

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,412,281

12. ☐ Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

7.5%

14. Type of Reporting Person

IN

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This Amendment No. 4 amends the Schedule 13D/A filed by the Reporting Persons with the U.S. Securities and Exchange Commission (the "SEC") on January 22, 2013 ("Amendment No. 3") to reflect the current ownership interest percentage of the Reporting Persons in the Issuer's common stock, \$0.005 par value ("Common Stock"). This change in ownership percentage resulted from the Reporting Persons having sold a total of 155,000 shares of Common Stock through a series of transactions (as reported on Form 4s filed with the SEC from March 18, 2013 through August 21, 2013). The reporting persons sold an additional 102,000 shares as reported on Form 4s filed with the SEC on August 26, 2013 and September 3, 2013.

Item 4. Purpose of Transaction.

Each Reporting Person may acquire or dispose of shares of Common Stock from time to time for personal reasons.

Mr. Widmer may, in the ordinary course of acting in his capacity as Chairman of the Board of Directors (the "Board") of the Issuer, engage in activities relating to the strategy, business, assets, operations, capital structure, financial condition, extraordinary corporate transactions, and corporate governance of the Issuer.

On December 3, 2012, Mr. Widmer entered into a 10b5-1 Sales Plan (the "Plan") with Merrill Lynch, Pierce, Fenner & Smith Incorporated (the "Broker") in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, pursuant to which the Broker was authorized and directed to sell up to 155,000 shares of Common Stock from January 2, 2013 through December 31, 2013, subject to satisfaction of certain events, including among others, sale price and volume limitations.

Item 5. Interest in Securities of the Issuer.

(a)–(b) Each of the Reporting Persons beneficially owns 1,412,281 shares of Common Stock, or 7.5 percent (based on 18,937,241 shares of Common Stock outstanding as of July 30, 2013, as reported on the Company's Quarterly Report on Form 10-Q filed August 7, 2013). Each of the Reporting Persons has shared power to direct the vote and shared power to dispose of 1,412,281 shares of Common Stock.

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(c) During the past 60 days, the Reporting Persons sold 207,000 shares of Common Stock in a series of open market transactions as described above on the dates, at the average price per share, and at the range of sales prices, if applicable, as indicated below:

<u>Sales Date</u>	<u>Shares Sold</u>	<u>Average Sales Price</u>	<u>Range of Sales Prices</u>
July 8, 2013	² 5,000 shares	at \$9.00 per share	Not applicable
July 12, 2013	17,926 shares	at \$10.00 per share	Not applicable
July 15, 2013	26,767 shares	at \$10.00 per share	Not applicable
July 16, 2013	1,775 shares	at \$10.00 per share	Not applicable
August 7, 2013	105 shares	at \$10.00 per share	Not applicable
August 12, 2013	22,344 shares	at \$10.11 per share ¹	\$10.00 - \$10.36
August 13, 2013	6,760 shares	at \$10.00 per share ¹	\$10.00 - \$10.07
August 14, 2013	1,500 shares	at \$10.01 per share ¹	\$10.00 - \$10.03
August 15, 2013	23 shares	at \$10.00 per share	Not applicable
August 19, 2013	100 shares	at \$10.00 per share	Not applicable
August 20, 2013	22,700 shares	at \$10.11 per share ¹	\$10.00 - \$10.16
August 23, 2013 ³	2,000 shares	at \$10.86 per share ¹	\$10.86 - \$10.87
August 30, 2013	100,000 shares	at \$12.00 per share ¹	\$12.00 - \$12.03

Note 1 - Multiple open market sales transactions were executed on this date. The range of sales prices for these transactions is to the right, if applicable. The Reporting Persons will provide to the staff complete information regarding each of these transactions upon request.

Note 2 - Shares were sold by Mr. Widmer's spouse pursuant to a 10b5-1 Sales Plan dated December 4, 2012.

Note 3 - Shares were sold by Mr. Widmer's spouse.

(d)-(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Plan described in Item 4 above was entered into between Mr. Widmer and the Broker effective December 3, 2012. The Plan was structured to satisfy the conditions of Rule 10b5-1(c). Pursuant to the Plan, the Broker was authorized and directed to sell on Mr. Widmer's behalf up to 150,000 shares of Common Stock between January 2, 2013 and December 31, 2013, subject to certain conditions, including, among others, trading price and volume limitations. The foregoing description is qualified in its entirety by reference to the Plan, a copy of which was filed as Exhibit 99.2 to Amendment No. 3 dated January 22, 2013.

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Item 7. Material to be Filed as Exhibits.

- Exhibit 99.1 – Joint Filing Agreement dated February 11, 2010 is filed as Exhibit 99.1 to Schedule 13D filed February 16, 2010 and is incorporated herein by reference.
- Exhibit 99.2 – Rule 10b5-1 Sales Plan between Kurt R. Widmer and Merrill Lynch, Pierce, Fenner & Smith Incorporated dated December 3, 2012 is filed as Exhibit 99.2 to Schedule 13D filed January 22, 2013 and is incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

Dated: September 3, 2013

/s/ Kurt R. Widmer
Kurt R. Widmer

/s/ Ann G. Widmer
Ann G. Widmer

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations. (See 18 U.S.C. 1001.)
