
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
under the Securities Exchange Act of 1934*
(Amendment No. 2)

**COMPANHIA DE BEBIDAS DAS
AMÉRICAS-AMBEV**

(Name of Issuer)

AMERICAN BEVERAGE COMPANY-AMBEV

(Translation of Issuer's Name into English)

Common Shares, without par value

**American Depositary Shares, each of which represents 100 Common Shares,
without par value, evidenced by American Depositary Receipts**
(Title of Class or securities)

20441W104
(CUSIP Number)

**Benoit Loore
Interbrew S.A.
Vaartstraat 94/4
3000 Leuven
Belgium
(011) (32) 16 315 870**

**George H. White
Sullivan & Cromwell LLP
1 New Fetter Lane
London EC4A 1AN
England
(011) (44) 20 7959-8900**

**Paul Alain Foriers
Sandrine Hirsch
Simont Braun
Avenue Louise 149 (20)
B-1050 Bruxelles
Belgium
(011) (32) 2 543 70 80**

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

May 28, 2004
(Date of Event to Which This Filing Relates)

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. 9

* 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).

(Continued on following pages)

CUSIP No. 20441W104

1	Names of Reporting Persons Interbrew S.A.		
	IRS Identification Nos. of Above Persons (entities only) Not Applicable (foreign entity)		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (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 Kingdom of Belgium		
	Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 0
		8	Shared Voting Power 12,048,117,986 Common Shares ^{1, 2}
		9	Sole Dispositive Power 0
		10	Shared Dispositive Power 12,048,117,986 Common Shares ^{1, 2}
11	Aggregate Amount Beneficially Owned by Each Reporting Person 12,048,117,986 Common Shares ¹		

¹ On March 3, 2004, the Stichting Interbrew (the "Stichting"), Eugénie Patri Sébastien SCA ("EPS"), and Interbrew S.A. ("Interbrew") entered into a Contribution and Subscription Agreement with S-Braco Participações S.A., Rougeval Limited, Tinsel Investments Inc., Empresa de Administração e Participações S.A. ("ECAP"), Braco S.A. ("Braco"), Braco Management Inc., Tinsel Participações Ltda., Tinsel Investments S.A., BRC S.A. ("BRC") and Bracopar S.A. (collectively, the "SB Group Companies") (the "Contribution and Subscription Agreement") with respect to the contribution of 8,253,913,260 shares of AmBev common stock, representing all of the issued and outstanding shares of AmBev common stock beneficially owned by the SB Group Companies, to Interbrew and the subscription by the SB Group Companies for 141,712,000 ordinary shares of Interbrew (the "CSA Transactions"). In connection with the Contribution and Subscription Agreement, on March 2, 2004, (i) BRC, EPS, Rayvax Société d' Investissements SA and the Stichting entered into a shareholders agreement in respect of their interests in Interbrew, which will become effective upon the closing of the CSA Transactions and (ii) the Fundação Antonio e Helena Zerrenner Instituição Nacional de Beneficência (the "Fundação"), Braco, ECAP and Jorge Paulo Lemann, Carlos Alberto da Veiga Sicupira, Marcel Herrmann Telles and Interbrew, as intervening parties, executed the first amendment to the shareholders agreement, dated July 1, 1999, among the Fundação, Braco and ECAP, as well as AmBev and Messrs. Lemann, Telles and Sicupira, as intervening parties, which will become effective upon closing of the CSA Transactions. See Items 2, 3, 4 and 6.

² All of the subject shares may be deemed to be owned beneficially, for the purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by Interbrew, the Stichting and EPS by virtue of the execution of the Contribution and Subscription Agreement and Lock-up Agreement dated March 2, 2004 among Messrs. Lemann, Telles and Sicupira and the potential shared dispositive and voting power resulting therefrom. The filing of this statement on Schedule 13D shall not be construed as an admission by Interbrew, the Stichting or EPS, for the purposes of Section 13(d) of the Exchange Act, that they are the beneficial owners of the subject shares.

12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 9
13	Percent of Class Represented by Amount in Row (11) 77.08% ¹
14	Type of Reporting Person (See Instructions) CO

CUSIP No. 20441W104

1	Names of Reporting Persons Stichting Interbrew IRS Identification Nos. of Above Persons (entities only) Not Applicable (foreign entity)		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ? (b) :		
3	SEC Use Only		
4	Source of Funds (See Instructions) AF		
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ?		
6	Citizenship or Place of Organization The Netherlands		
	Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 0
		8	Shared Voting Power 12,048,117,986 Common Shares ^{1, 2}
		9	Sole Dispositive Power 0
		10	Shared Dispositive Power 12,048,117,986 Common Shares ^{1, 2}
11	Aggregate Amount Beneficially Owned by Each Reporting Person 12,048,117,986 Common Shares ¹		

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12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ?
13	Percent of Class Represented by Amount in Row (11) 77.08% ¹
14	Type of Reporting Person (See Instructions) OO

CUSIP No. 20441W104

1	Names of Reporting Persons Eugénie Patri Sébastien SCA		
	IRS Identification Nos. of Above Persons (entities only) Not Applicable (foreign entity)		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ? (b) :		
3	SEC Use Only		
4	Source of Funds (See Instructions) AF		
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ?		
6	Citizenship or Place of Organization Luxembourg		
	Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 0
		8	Shared Voting Power 12,048,117,986 Common Shares ^{1, 2}
		9	Sole Dispositive Power 0
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12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ?
13	Percent of Class Represented by Amount in Row (11) 77.08% ¹
14	Type of Reporting Person (See Instructions) CO

Item 1. Security and Issuer.

This Amendment No. 2 (“Amendment No. 2”) amends the Schedule 13D originally filed on March 15, 2004 as amended by the Amendment No. 1 thereto filed on May 27, 2004, on behalf of Interbrew, the Stichting and EPS (collectively, the “Reporting Persons”), relating to the common shares, without par value (the “AmBev Common Shares”), of Companhia de Bebidas das Américas-AmBev, a corporation incorporated under the laws of the Federative Republic of Brazil (“AmBev”). AmBev Common Shares are listed on the New York Stock Exchange in the form of American Depositary Shares, each of which represents 100 AmBev Common Shares. The American Depositary Shares are evidenced by American Depositary Receipts. The address of AmBev’s principal executive offices is Rua Dr. Renato Paes de Barros 1017, 04530-001, São Paulo, SP, Brazil.

Item 3. Source and Amount of Funds or Other Consideration.

This Item 3 is hereby amended and supplemented as follows:

The information contained in the first paragraph of Item 4 below and in the Exhibits is hereby incorporated by reference herein and this Item 3 is qualified in its entirety by reference thereto.

Item 4. Purpose of Transaction

This Item 4 is hereby amended and supplemented as follows:

On May 28, 2004, Labatt Brewing Company Limited (“Labatt”), a corporation organized under the federal laws of Canada and an indirect wholly owned subsidiary of Interbrew, transferred to an indirect subsidiary of Interbrew that is not a subsidiary of Labatt (1) its approximately 30% equity interest (the “Femsa Cerveza Interest”) in FEMSA Cerveza, S.A. de C.V., a sociedad anónima de capital variable organized under the laws of Mexico and (2) its 100% interest in Labatt Holdings, Inc., a Delaware corporation that holds, directly and indirectly, Labatt’s interest in LF Holdings I L.L.C. and LF Holdings II L.L.C. (collectively, “Labatt USA”). As a result of these transfers, AmBev will not acquire ownership of the Femsa Cerveza Interest or Labatt’s interest in Labatt USA in connection with the Incorporação (as defined below). Accordingly, at the time the merger of Labatt Brewing Canada Holding Ltd. (“Mergeco”) (which will own Labatt at such time) into AmBev by means of an Incorporação under Brazilian law (the “Incorporação”) is consummated, the number of AmBev shares to be issued by AmBev to Interbrew (or its subsidiaries) pursuant to the Incorporação will be adjusted by reducing the number of AmBev Common Shares to be issued from 9,532,468,614 to 7,866,181,882 AmBev Common Shares and by reducing the number of AmBev preferred shares to be issued from 13,812,648,539 to 11,398,181,319 AmBev preferred shares.

In addition, as of May 31, 2004, in accordance with the terms of the Incorporação Agreement, Labatt substantially completed a restructuring to transfer certain businesses held by Labatt and its subsidiaries that are not being acquired by AmBev to other affiliates of Interbrew. As a result, at the time the Incorporação is

consummated, Labatt's assets will consist solely of the Canadian-based operations and assets of Labatt and its subsidiaries.

The information contained in the Exhibits is hereby incorporated by reference herein and this Item 4 is qualified in its entirety by reference thereto.

Item 5. Interest in Securities of the Issuer.

This Item 5 is hereby amended and supplemented as follows:

(b) Rows (7) through (10) of the cover pages to this Schedule 13D are hereby incorporated by reference.

To the knowledge of each of the Reporting Persons, none of the persons listed in Annexes A-1, A-2 or A-3, as applicable, hereto own any AmBev Common Shares other than as described in this Schedule 13D.

The information contained in the Exhibits is hereby incorporated by reference herein and this Item 5 is qualified in its entirety by reference thereto.

Item 7. Material to Be Filed as Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1	Contribution and Subscription Agreement dated March 3, 2004 among S-Braco, Braco, the other SB Group Companies named therein, the Stichting, EPS and Interbrew (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).
2.2	Incorporação Agreement dated March 3, 2004 among AmBev, Interbrew, Mergeco and Labatt (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).
2.3	Lock-up Agreement dated March 2, 2004 among EPS and BRC (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).
2.4	Lock-up Agreement dated March 2, 2004 among Interbrew, Mr. Lemann, Mr. Sicupira and Mr. Telles (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).
2.5	Interbrew Shareholders Agreement dated March 2, 2004 among BRC, EPS, Rayvax and the Stichting (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).
2.6	Shareholders' Agreement of AmBev executed on July 1, 1999 between the Fundação, Braco and ECAP, as well as AmBev, Mr. Lemann, Mr. Telles and Mr. Sicupira, the latter four as intervening parties (English translation) (incorporated by reference to Exhibit A to Amendment No. 1 to Schedule 13D relating to AmBev filed on October 27, 2000 by the Fundação, Braco and ECAP).
2.7	First Amendment to the AmBev Shareholders' Agreement (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).

<u>Exhibit No.</u>	<u>Description</u>
2.8	Form of Amended Interbrew By-laws (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).
2.9	Form of Amended Stichting By-laws (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).
2.10	Form of Stichting Conditions of Administration (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).
2.11	Joint Filing Agreement pursuant to Rule 13d-1(k) (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).
2.12	Letter dated March 2, 2004 to Mr. Lemann, Mr. Sicupira and Mr. Telles (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).
2.13	Complaint dated March 12, 2004 filed by Wisdom Import Sales Company, L.L.C. as plaintiff and naming Labatt, Labatt Holdings, Inc., Labatt USA L.L.C., L.F. Holdings I L.L.C. and Interbrew as defendants (incorporated by reference to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 15, 2004).
2.14	Consent and Indemnity Agreement dated as of May 24, 2004 among AmBev, Interbrew, Mergeco and Labatt (incorporated by reference to the Amendment No. 1 to the Schedule 13D relating to AmBev filed by the Reporting Persons on March 27, 2004).

ANNEX A-1

Executive Officers and Directors of Interbrew

Name	Citizenship	Business Address	Present Principal Occupation or Employment
Pierre Jean Everaert	United States	Vaartstraat 94, B-3000 Leuven, Belgium	Chairman of Interbrew
Charles Adriaenssen	Belgian	Vaartstraat 94, B-3000 Leuven, Belgium	Director of Interbrew
Allan Chapin	United States	599 Lexington Avenue, New York, NY 10022	Partner of Compass Advisors, LLP
Peter Harf	German	Ludwig-Bertram-Str. 8+10; D-67059, Ludwigshafen, Germany	Chairman and Chief Executive Officer of Joh. A. Benckiser GmbH
Frédéric de Mevius	Belgian	Place Flagey 18, 1050 Brussels, Belgium	Managing Director of Verlinvest
Arnoud de Pret Roose de Calesberg	Belgian	Rue du Loutrier 65, 1170 Brussels, Belgium	Financial Consultant of Multifin
Philippe de Spoelberch	Belgian	Vaartstraat 94, B-3000 Leuven, Belgium	Director of Interbrew
Jean-Luc Dehaene	Belgian	Berkendallaan 52, 1800 Vilvoorde, Belgium	Mayor of Vilvoorde, Belgium
Bernard Hanon	French	Rue de l'Université 16, 75007 Paris, France	Manager of Hanon Associates (Paris)
Kees Storm	Dutch	Vondellaan 24, 2111 CP Amsterdam, Netherlands	Chairman of the Supervisory Boards of Wessanen NV and Laurus NV
Alexandre Van Damme	Belgian	Vaartstraat 94, B-3000 Leuven, Belgium	Director of Interbrew
Remmert Laan	Dutch	121, boulevard Haussmann, 75382 Paris, France	Senior Advisor of Lazard Frères (Paris)
John Brock	United States	Vaartstraat 94, B-3000 Leuven, Belgium	Chief Executive Officer of Interbrew
Stéfan Descheemaeker	Belgian	9 West Broad Street, Stamford CT 06902	Zone President US-Latin America at Interbrew
Jerry Fowden	United Kingdom	Vaartstraat 94, B-3000 Leuven, Belgium	Zone President Europe at Interbrew
Stewart Gilliland	United Kingdom	Labatt House, 207 Queen's Quay West, Suite 299, Toronto, ON M5J 1A7, Canada	Zone President Canada at Interbrew
François Jaclot	French	Vaartstraat 94, B-3000 Leuven, Belgium	Chief Financial Officer of Interbrew

Name	Citizenship	Business Address	Present Principal Occupation or Employment
Patrice Thys	Belgian	Suite 2504 - 06, 25th floor, Asia Pacific Finance Tower, 3 Garden Road Central, Hong Kong	Zone President Asia of Interbrew
Peter Vrijssen	Dutch	Vaartstraat 94, B-3000 Leuven, Belgium	Chief Human Resources Officer of Interbrew
André Weckx	Belgian	Vaartstraat 94, B-3000 Leuven, Belgium	Chief Technical Officer of Interbrew
Brent Willis	United States	Vaartstraat 94, B-3000 Leuven, Belgium	Chief Commercial Officer of Interbrew

ANNEX A-2

Directors of the Stichting Board

Name	Citizenship	Business Address	Present Principal Occupation or Employment
Charles Adriaenssen	Belgian	Vaartstraat 94, B-3000 Leuven, Belgium	Director of Interbrew
Frédéric de Mevius	Belgian	Place Flagey 18, 1050 Brussels, Belgium	Managing Director of Verinvest
Arnoud de Pret Roose de Calesberg	Belgian	Rue du Loutrier 65, 1170 Brussels, Belgium	Financial Consultant of Multifin
Philippe de Spoelberch	Belgian	Vaartstraat 94, B-3000 Leuven, Belgium	Director of Interbrew
Alexandre Van Damme	Belgian	Vaartstraat 94, B-3000 Leuven, Belgium	Director of Interbrew
Remmert Laan	Dutch	121, boulevard Haussmann, 75382 Paris, France	Senior Advisor of Lazard Frères (Paris)

ANNEX A-3
Managers of EPS

Name	Citizenship	Business Address
Eugénie SA	Luxembourg company	Boulevard du Prince Henri 9b, L-1724 Luxembourg
Patri SA	Luxembourg company	Route d'Esch 398, L-1471 Luxembourg
Sebastien SARL	Luxembourg company	Route d'Esch 398, L-1471 Luxembourg

Signature

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: June 3, 2004

INTERBREW S.A.

by _____

Name: Andre Weckx

Title: Chief Technical Officer of Interbrew

by _____

Name: Brent Willis

Title: Chief Commercial Officer of Interbrew

Signature

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: June 3, 2004

STICHTING INTERBREW

by _____
Name: Arnoud de Pret
Title: Member of the Bureau

by _____
Name: Alexandre Van Damme
Title: Member of the Bureau

by _____
Name: Frédéric de Mévius
Title: Member of the Bureau

Signature

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: June 3, 2004

EUGÉNIE PATRI SÉBASTIEN SCA

by _____
Name: Arnoud de Pret
Title: Director Sébastien SARL

by _____
Name: Alexandre Van Damme
Title: Director Patri SA

by _____
Name: Frédéric de Mévius
Title: Director Eugénie SA

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