

La Pureza Beverage Distributor LLC
Form 424B5
November 19, 2013
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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-187275**

The information in this preliminary prospectus supplement and the prospectus to which it relates is not complete and may be changed. This preliminary prospectus supplement and the prospectus to which it relates are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION

PRELIMINARY PROSPECTUS SUPPLEMENT DATED NOVEMBER 19, 2013

PROSPECTUS SUPPLEMENT

(To Prospectus Dated November 8, 2013)

Coca-Cola FEMSA, S.A.B. de C.V.

U.S.\$ % Senior Notes due

Guaranteed by

Propimex, S. de R.L. de C.V.

Comercializadora La Pureza de Bebidas, S. de R.L. de C.V.

Controladora Interamericana de Bebidas, S. de R.L. de C.V.

Grupo Embotellador Cimsa, S. de R.L. de C.V.

Refrescos Victoria del Centro, S. de R.L. de C.V.

Servicios Integrados Inmuebles del Golfo, S. de R.L. de C.V.

Yoli de Acapulco, S.A. de C.V.

We are offering U.S.\$ aggregate principal amount of our % senior notes due (the notes).

We will pay interest on the notes on May and November of each year, beginning on May , 2014. The notes will mature on November , .

Our wholly owned subsidiaries Propimex, S. de R.L. de C.V., Comercializadora La Pureza de Bebidas, S. de R.L. de C.V., Controladora Interamericana de Bebidas, S. de R.L. de C.V., Grupo Embotellador Cimsa, S. de R.L. de C.V., Refrescos Victoria del Centro, S. de R.L. de C.V., Servicios Integrados Inmuebles del

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Golfo, S. de R.L. de C.V. and Yoli de Acapulco, S.A. de C.V. (each a Guarantor, and collectively, the Guarantors) have fully, jointly and severally, irrevocably and unconditionally agreed to guarantee the payment of principal, premium, if any, interest and all other amounts in respect of the notes.

The notes will rank equally in right of payment with all of our other unsecured and unsubordinated debt obligations from time to time outstanding. The guarantees will rank equally in right of payment with all of the Guarantors' other unsecured and unsubordinated debt obligations from time to time outstanding.

In the event of certain changes in the applicable rate of withholding taxes on interest, we may redeem the notes, in whole but not in part, at a price equal to 100.0% of their principal amount plus accrued interest to the redemption date. We may redeem, in whole or in part, the notes at any time by paying the greater of the principal amount of the notes to be redeemed and the applicable make-whole amount, plus accrued interest to the redemption date. See Description of Notes Redemption of Notes in this prospectus supplement.

Application has been made to the Irish Stock Exchange for the approval of this prospectus supplement and the accompanying prospectus as listing particulars (the Listing Particulars). Any reference to this prospectus supplement or the accompanying prospectus does not refer to a prospectus as defined within Directive 2003/71/EC (the Prospectus Directive). Application has been made to have the notes listed on the Official List of the Irish Stock Exchange and admitted to trading on the Global Exchange Market of the Irish Stock Exchange. The Global Exchange Market is not a regulated market for the purposes of Directive 2004/39/EC. However, even if admission to listing is obtained, we will not be required to maintain it.

Investing in the notes involves risks. See [Risk Factors](#) beginning on page S-13 of this prospectus supplement and page 4 of the accompanying prospectus to review risk factors you should consider before purchasing the notes.

| | Price to Public ⁽¹⁾ | Underwriting Discount | Price to Underwriters | Proceeds to Coca-Cola FEMSA ⁽¹⁾ |
|--------------------|-----------------------------------|--------------------------|--------------------------|---|
| % Senior Notes due | % | % | % | U.S.\$ |

(1) Plus accrued interest, if any, from November , 2013.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS ARE SOLELY OUR RESPONSIBILITY AND HAVE NOT BEEN REVIEWED OR AUTHORIZED BY THE COMISIÓN NACIONAL BANCARIA Y DE VALORES (THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION, OR CNBV). THE TERMS AND CONDITIONS OF THIS OFFER WILL BE NOTIFIED TO THE CNBV FOR INFORMATIONAL PURPOSES ONLY AND SUCH NOTICE DOES NOT CONSTITUTE A CERTIFICATION AS TO THE INVESTMENT VALUE OF THE NOTES, OUR SOLVENCY OR THE ACCURACY OR COMPLETENESS OF THE INFORMATION CONTAINED HEREIN OR THEREIN. THE NOTES MAY NOT BE OFFERED OR SOLD IN MEXICO, ABSENT AN AVAILABLE EXCEPTION UNDER ARTICLE 8 OF THE LEY DEL MERCADO DE VALORES (THE MEXICAN SECURITIES MARKET LAW). IN MAKING AN INVESTMENT DECISION, ALL INVESTORS, INCLUDING ANY MEXICAN CITIZEN WHO MAY ACQUIRE NOTES FROM TIME TO TIME, MUST RELY ON THEIR OWN EXAMINATION OF US AND THE GUARANTORS.

ANY OFFER OR SALE OF NOTES IN ANY MEMBER STATE OF THE EUROPEAN ECONOMIC AREA WHICH HAS IMPLEMENTED THE PROSPECTUS DIRECTIVE MUST BE ADDRESSED TO QUALIFIED INVESTORS (AS DEFINED IN THE PROSPECTUS DIRECTIVE).

The underwriters expect to deliver the notes through the facilities of The Depository Trust Company (DTC) against payment in New York on November , 2013.

Joint Lead Managers and Bookrunners

Citigroup

Goldman, Sachs & Co.

HSBC

J.P. Morgan

Mitsubishi UFJ Securities

Passive Bookrunners

Crédit Agricole CIB

Mizuho Securities

This prospectus supplement is dated , 2013

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We are responsible for the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. To the best of the Issuer's knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein as of the date hereof is in accordance with the facts and contains no material omission that would affect its import. Neither we nor any of the underwriters has authorized any person to give you any other information, and neither we nor any of the underwriters takes any responsibility for any other information that others may give you. This document may only be used where it is legal to sell these securities. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates. We are not making an offer of these

securities in any jurisdiction where the offer is not permitted.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights key information described in greater detail in this prospectus supplement or the accompanying prospectus, including the documents incorporated by reference. You should read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference before making an investment decision.

COCA-COLA FEMSA

Our Business

We are the largest franchise bottler of *Coca-Cola* trademark beverages in the world. As of October 30, 2013, we operated in territories in the following countries:

Mexico a substantial portion of central Mexico, the southeast and northeast of Mexico (including the Gulf region).

Central America Guatemala (Guatemala City and surrounding areas), Nicaragua (nationwide), Costa Rica (nationwide) and Panama (nationwide).

Colombia most of the country.

Venezuela nationwide.

Brazil the area of greater São Paulo, Campinas, Santos, the state of Mato Grosso do Sul, the state of Paraná, part of the state of Minas Gerais, part of the state of Rio de Janeiro and part of the state of Goiás.

Argentina Buenos Aires and surrounding areas.

Philippines nationwide (together with The Coca-Cola Company).

Our company was organized on October 30, 1991 as a *sociedad anónima de capital variable* (a variable capital stock corporation) under the laws of Mexico with a duration of 99 years. On December 5, 2006, as required by amendments to the Mexican Securities Market Law, we became a *sociedad anónima bursátil de capital variable* (a listed variable capital stock corporation). Our legal name is Coca-Cola FEMSA, S.A.B. de C.V. Our principal executive offices are located at Calle Mario Pani No. 100, Colonia Santa Fe Cuajimalpa, Delegación Cuajimalpa de Morelos, 05348, México D.F., México. Our telephone number at this location is (52-55) 1519-5000. Our website is www.coca-colafemsa.com.

The following is an overview of our operations by reporting segment in 2012.

Operations by Reporting Segment Overview

Year Ended December 31, 2012

| Total Revenues | Percentage of Total | Gross Profit (millions of | Percentage of Gross |
|-------------------|------------------------|------------------------------|------------------------|
|-------------------|------------------------|------------------------------|------------------------|

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| | (millions of Mexican pesos) | Revenues | Mexican pesos) | Profit |
|--|-----------------------------------|----------|-------------------|--------|
| Mexico and Central America ⁽¹⁾ | 66,141 | 44.8% | 31,643 | 46.1% |
| South America ⁽²⁾ (excluding Venezuela) | 54,821 | 37.1% | 23,667 | 34.5% |
| Venezuela | 26,777 | 18.1% | 13,320 | 19.4% |
| Consolidated | 147,739 | 100.0% | 68,630 | 100.0% |

(1) Includes Mexico, Guatemala, Nicaragua, Costa Rica and Panama. Includes results of Grupo Fomento Queretano, S.A.P.I. de C.V. (Foque) from May 2012.

(2) Includes Colombia, Brazil and Argentina.

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The following map shows our territories, giving estimates in each case of the population to which we offer products, the number of retailers of our beverages and the per capita consumption of our beverages as of October 30, 2013:

Per capita consumption data for a territory is determined by dividing total beverage sales volume within the territory (in bottles, cans, and fountain containers) by the estimated population within such territory, and is expressed on the basis of the number of eight-ounce servings of our products consumed annually per capita. In evaluating the development of local volume sales in our territories and to determine product potential, we and The Coca-Cola Company measure, among other factors, the per capita consumption of all our beverages.

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Table of Contents**Our Products**

We produce, market, sell and distribute *Coca-Cola* trademark beverages. The *Coca-Cola* trademark beverages include: sparkling beverages (colas and flavored sparkling beverages), waters, and still beverages (including juice drinks, coffee, teas, milk, value-added dairy and isotonic). The following table sets forth our main brands as of December 31, 2012:

| | Mexico and Central America ⁽¹⁾ | South America ⁽²⁾ | Venezuela |
|------------------------|--|---------------------------------|-----------|
| Colas: | | | |
| <i>Coca-Cola</i> | ü | ü | ü |
| <i>Coca-Cola Light</i> | ü | ü | ü |
| <i>Coca-Cola Zero</i> | ü | ü | |

| | Mexico and Central America ⁽¹⁾ | South America ⁽²⁾ | Venezuela |
|--------------------------------------|--|---------------------------------|-----------|
| Flavored sparkling beverages: | | | |
| <i>Ameyal</i> | ü | | |
| <i>Canada Dry</i> | ü | | |
| <i>Chinotto</i> | | | ü |
| <i>Crush</i> | | ü | |
| <i>Escuis</i> | ü | | |
| <i>Fanta</i> | ü | ü | |
| <i>Fresca</i> | ü | | |
| <i>Frescolita</i> | ü | | ü |
| <i>Hit</i> | | | ü |
| <i>Kist</i> | ü | | |
| <i>Kuat</i> | | ü | |
| <i>Lift</i> | ü | | |
| <i>Mundet</i> | ü | | |
| <i>Quatro</i> | | ü | |
| <i>Schweppes</i> | ü | ü | ü |
| <i>Simba</i> | | ü | |
| <i>Sprite</i> | ü | ü | |
| <i>Victoria</i> | ü | | |
| <i>Yoli</i> | ü | | |

| | Mexico and Central America ⁽¹⁾ | South America ⁽²⁾ | Venezuela |
|-------------------------------|--|---------------------------------|-----------|
| Water: | | | |
| <i>Alpina</i> | ü | | |
| <i>Aquarius⁽³⁾</i> | | ü | |
| <i>Bonaqua</i> | | ü | |
| <i>Brisa</i> | | ü | |
| <i>Ciel</i> | ü | | |
| <i>Crystal</i> | | ü | |
| <i>Dasani</i> | ü | | |
| <i>Manantial</i> | | ü | |
| <i>Nevada</i> | | | ü |

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| | Mexico and Central America⁽¹⁾ | South America⁽²⁾ | Venezuela |
|--|---|--|------------------|
| <i>Other Categories:</i> | | | |
| <i>Cepita</i> | | ü | |
| <i>Del Prado⁽⁴⁾</i> | ü | | |
| <i>Estrella Azul⁽⁵⁾</i> | ü | | |
| <i>FUZE Tea</i> | ü | | ü |
| <i>Hi-C⁽⁶⁾</i> | ü | ü | |
| <i>Leche Santa Clara⁽⁵⁾</i> | ü | | |
| <i>Jugos del Valle⁽⁷⁾</i> | ü | ü | ü |
| <i>Matte Leao⁽⁸⁾</i> | | ü | |
| <i>Powerade⁽⁹⁾</i> | ü | ü | ü |
| <i>Valle Frut⁽¹⁰⁾</i> | ü | ü | ü |

- (1) Includes Mexico, Guatemala, Nicaragua, Costa Rica and Panama.
- (2) Includes Colombia, Brazil and Argentina.
- (3) Flavored water. In Brazil, also flavored sparkling beverage.
- (4) Ju