

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: 2013-01-28  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

FILED BY

**Kaufman Mark**

CIK: 1457829  
Type: SC 13D/A

Mailing Address  
THE WHITEHALL GROUP  
26, PRAVDY STR.  
MOSCOW 1Z 127137

SUBJECT COMPANY

**CENTRAL EUROPEAN DISTRIBUTION CORP**

CIK: 1046880 | IRS No.: 541865271 | State of Incorporation: DE | Fiscal Year End: 1231  
Type: SC 13D/A | Act: 34 | File No.: 005-56061 | Film No.: 13552449  
SIC: 5180 Beer, wine & distilled alcoholic beverages

Mailing Address  
3000 ATRIUM WAY  
SUITE 265  
MT LAUREL NJ 08054

Business Address  
3000 ATRIUM WAY  
SUITE 265  
MT LAUREL NJ 08054  
8562736970

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**SCHEDULE 13D**  
[Rule 13d-101]

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILES PURSUANT TO  
§ 240.13d-2(a)**

**(Amendment No. 17)\***

**CENTRAL EUROPEAN DISTRIBUTION  
CORPORATION**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**153435102**

**(CUSIP Number)**

**Mark Kaufman**

**16, boulevard de la Princesse Charlotte**

**98000 Monaco**

**+ 7 495 786 7601**

***With copies to:***

**Ben Burman**

**Darrois Villey Maillot Brochier AARPI**

**69, avenue Victor Hugo**

**75116 Paris, France**

**+ 33 1 45 02 19 19**

**(Name, Address and Telephone Number of Person**

**Authorized to Receive Notices of Communication)**

**January 28, 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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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 (the "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)

**Explanatory Note**

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This Amendment No. 17 to Schedule 13D (this “Amendment No. 17”) is being filed by Mr. Mark Kaufman (“Kaufman”) and W & L Enterprises Ltd (“W&L”, and together with Kaufman, the “Reporting Persons”) and relates to the shares of common stock, par value \$0.01 per share (“Common Shares”), of Central European Distribution Corporation, a corporation organized under the laws of the State of Delaware (the “Issuer”). This Amendment No. 16 amends the Schedule 13D filed by the Reporting Persons with the United States Securities and Exchange Commission (the “SEC”) on August 29, 2011, as amended by Amendment No. 1 to Schedule 13D filed by the Reporting Persons with the SEC on September 12, 2011, Amendment No. 2 to Schedule 13D filed by the Reporting Persons with the SEC on December 9, 2011, Amendment No. 3 to Schedule 13D filed by the Reporting Persons with the SEC on February 21, 2012, Amendment No. 4 to Schedule 13D filed by the Reporting Persons with the SEC on March 14, 2012, Amendment No. 5 to Schedule 13D filed by the Reporting Persons with the SEC on April 13, 2012, Amendment No. 6 to Schedule 13D filed by the Reporting Persons with the SEC on May 10, 2012, Amendment No. 7 to Schedule 13D filed by the Reporting Persons with the SEC on May 30, 2012, Amendment No. 8 to Schedule 13D filed by the Reporting Persons with the SEC on June 6, 2012, Amendment No. 9 to Schedule 13D filed by the Reporting Persons with the SEC on June 15, 2012, Amendment No. 10 to Schedule 13D filed by the Reporting Persons with the SEC on July 12, 2012, Amendment No. 11 to Schedule 13D filed by the Reporting Persons with the SEC on August 2, 2012, Amendment No. 12 to Schedule 13D filed by the Reporting Persons with the SEC on November 14, 2012, Amendment No. 13 to Schedule 13D filed by the Reporting Persons with the SEC on November 19, 2012, Amendment No. 14 to Schedule 13D filed by the Reporting Persons with the SEC on November 27, 2012, Amendment No. 15 to Schedule 13D filed by the Reporting Persons with the SEC on January 16, 2013 and Amendment No. 16 to Schedule 13D filed by the Reporting Persons with the SEC on January 25, 2013 (as so amended, the “Existing Schedule 13D”). Capitalized terms used in this Amendment No. 17 but not otherwise defined herein shall have the meanings ascribed to them in the Existing Schedule 13D. Except as specifically amended hereby, items in the Existing Schedule 13D remain unchanged.

**Item 4. Purpose of Transaction**

Item 4 of the Existing Schedule 13D is amended and supplemented by adding between the sixteenth and seventeenth paragraphs thereof the following new paragraph:

On January 28, 2012, Kaufman filed a Verified Complaint Pursuant to 8 *Del. C.* § 211 (the “Verified Complaint”) in the Delaware Court of Chancery, seeking to compel CEDC to hold an annual general meeting within 45 days of the date of the Verified Complaint. The Verified Complaint is included as Exhibit 99.13 to this statement on Schedule 13D and is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

Item 7 of the Existing Schedule 13D is hereby amended and restated in its entirety to read as follows:

The following are filed as exhibits to this statement on Schedule 13D:

Exhibit No.	Description
Exhibit 99.1	Joint Filing Agreement, dated as of August 28, 2011, by and between Mark Kaufman and W & L Enterprises Ltd.
Exhibit 99.2	Letter, dated September 12, 2011, from Mark Kaufman to William V. Carey, Chief Executive Officer of the Issuer, David Bailey, Lead Director of the Issuer, and the other members of the Board of Directors of the Issuer.

- Exhibit 99.3 Letter, dated December 9, 2011, from Mark Kaufman to the members of the Board of Directors of the Issuer.
- Exhibit 99.4 Letter, dated February 21, 2012, from Mark Kaufman to the Chairman of the Board of Directors of the Issuer.
- Exhibit 99.5 Letter, dated March 12, 2012, from William V. Carey, Chief Executive Officer of the Issuer and David Bailey, Lead Director of the Issuer, to Mark Kaufman.
- Exhibit 99.6 Letter, dated May 10, 2012, from Mark Kaufman to the Chairman of the Board of Directors and other members of the Board of Directors of the Issuer.
- Exhibit 99.7 Letter, dated July 12, 2012, from Mark Kaufman to the members of the Board of Directors of the Issuer.
- Exhibit 99.8 Letter, dated August 2, 2012, from Mark Kaufman to Roustam Tariko, Non-Executive Chairman of the Board of Directors of the Issuer, and N. Scott Fine, Lead Director of the Issuer.
- Exhibit 99.9 Letter, dated November 14, 2012, from Mark Kaufman to the members of the Board of Directors of the Issuer.
- Exhibit 99.10 Letter, dated November 19, 2012, from Mark Kaufman to the members of the Board of Directors and the Special Committee of the Issuer.
- Exhibit 99.11 Letter, dated January 16, 2013, from Mark Kaufman to the investors, Chairman of the Board of Directors and members of the Board of Directors of the Issuer.
- Exhibit 99.12 Letter, dated January 25, 2013, from Mark Kaufman to the Chairman of the Board of Directors and members of the Board of Directors of the Issuer.
- Exhibit 99.13 Verified Complaint Pursuant to 8 *Del. C.* § 211, filed January 28, 2013
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## 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: January 28, 2013

/s/ Mark Kaufman

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Mark Kaufman

W & L ENTERPRISES LTD

By: /s/ Mark Kaufman

Name: Mark Kaufman

Title: Director

By: /s/ Olga Kuritsyna

Name: Olga Kuritsyna

Title: Director

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<u>Exhibit No.</u>	<u>Description</u>
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Exhibit 99.2	Letter, dated September 12, 2011, from Mark Kaufman to William V. Carey, Chief Executive Officer of the Issuer, and the other members of the Board of Directors of the Issuer.**
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Exhibit 99.5	Letter, dated March 12, 2012, from William V. Carey, Chief Executive Officer of the Issuer and David Mark Kaufman (filed as Exhibit 99.1 to the Current Report on Form 8-K filed by the Issuer with the S 2012, and incorporated herein by reference).
Exhibit 99.6	Letter, dated May 10, 2012, from Mark Kaufman to the Chairman of the Board of Directors and other m Issuer.*****
Exhibit 99.7	Letter, dated July 12, 2012, from Mark Kaufman to the members of the Board of Directors of the Issuer
Exhibit 99.8	Letter, dated August 2, 2012, from Mark Kaufman to Roustam Tariko, Non-Executive Chairman of the Scott Fine, Lead Director of the Issuer.*****
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Exhibit 99.12	Letter, dated January 25, 2013, from Mark Kaufman to the Chairman of the Board of Directors and me Issuer.*****
Exhibit 99.13	Verified Complaint Pursuant to 8 <i>Del. C.</i> § 211, filed January 28, 2013.^

- \* Previously filed with the Statement on Schedule 13D, dated August 29, 2011 (File no. 005-56061)
- \*\* Previously filed with the Statement on Schedule 13D, dated September 12, 2011 (File no. 005-56061)
- \*\*\* Previously filed with the Statement on Schedule 13D, dated December 9, 2011 (File no. 005-56061)
- \*\*\*\* Previously filed with the Statement on Schedule 13D, dated February 21, 2012 (File no. 005-56061)
- \*\*\*\*\* Previously filed with the Statement on Schedule 13D, dated May 10, 2012 (File no. 005-56061)
- \*\*\*\*\* Previously filed with the Statement on Schedule 13D, dated July 12, 2012 (File no. 005-56061)
- \*\*\*\*\* Previously filed with the Statement on Schedule 13D, dated August 2, 2012 (File no. 005-56061)

\*\*\*\*\* Previously filed with the Statement on Schedule 13D, dated November 14, 2012 (File no. 005-56061)

\*\*\*\*\* Previously filed with the Statement on Schedule 13D, dated November 19, 2012 (File no. 005-56061)

\*\*\*\*\* Previously filed with the Statement on Schedule 13D, dated January 16, 2013 (File no. 005-56061)

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\*\*\*\*\* Previously filed with the Statement on Schedule 13D, dated January 35, 2013 (File no. 005-56061)

^ Filed herewith

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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

MARK KAUFMAN and W & L )  
ENTERPRISES LTD., )

Plaintiffs, )

v. )

CENTRAL EUROPEAN DISTRIBUTION )  
CORPORATION, a Delaware Corporation, )

Defendant. )

C.A. No. \_\_\_\_\_

**VERIFIED COMPLAINT  
PURSUANT TO 8 DEL C. § 211**

Plaintiffs Mark Kaufman and W & L Enterprises Ltd., stockholders of Central European Distribution Corporation (“CEDC” or the “Company”), bring this action pursuant to 8 *Del. C.* § 211(c) to compel a meeting of stockholders of the Company, and allege for this Complaint as follows:

**THE PARTIES**

1. Mr. Kaufman and W & L Enterprises Ltd. together beneficially own 7,417,549 shares of the Company’s common stock, representing approximately 9.4% of the Company’s common shares.

2. The Company is a Delaware corporation with its principal place of business at 3000 Atrium Way, Suite 265, Mt. Laurel, New Jersey 08054.

**PLAINTIFFS’ ENTITLEMENT TO RELIEF**

3. The Company last had an annual meeting of stockholders for the election of directors on May 19, 2011. Since May 19, 2011, no subsequent annual meeting has been held and no action has been taken by written consent in lieu of an annual meeting to elect directors.

4. Pursuant to 8 *Del. C.* § 211(c):

If there be a failure to hold the annual meeting or to take action by written consent to elect directors in lieu of an annual meeting . . . for a period of 13 months after the latest to occur of the organization of the corporation, its last annual meeting or the last action by written consent to elect directors in lieu of an annual meeting, the Court of Chancery may summarily order a meeting to be held upon the application of any stockholder or director.

5. As set forth above, the Company has not held an annual meeting, and stockholders have not taken action by written consent to elect directors in lieu of an annual meeting, in more than 13 months.

6. Accordingly, Plaintiffs have established the statutory prerequisites to compel an annual meeting of stockholders to be convened by the Company.

WHEREFORE, Plaintiffs respectfully request that this Court enter an Order as follows:

a) Summarily ordering the Company to hold an annual meeting of stockholders for the election of directors;

b) Designating a time and place for such meeting, not to exceed more than 45 days from the filing of this Complaint, and setting a record date for the determination of stockholders of the Company entitled to vote at the annual meeting, and approving the form of notice of the annual meeting;

c) Awarding Plaintiffs their costs and attorneys' fees of this litigation; and

d) Granting such other and further relief as the Court deems just and proper.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Bradley D. Sorrels

William M. Lafferty (#2755)

Leslie A. Polizoti (#4299)

Bradley D. Sorrels (#5233)

Lindsay Kwoka (#5772)

1201 North Market Street

Wilmington, Delaware 19801

(302) 658-9200

*Attorneys for Plaintiffs Mark Kaufman and W & L  
Enterprises Ltd.*

January 28, 2013

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