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WIMM BILL DANN FOODS OJSC
Form SC 13D
March 30, 2004

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

SCHEDULE 13D

under the Securities Exchange Act of 1934 as amended
(Amendment No. 3)

WIMM-BILL-DANN FOODS OJSC

(Name of Issuer)

ORDINARY SHARES, PAR VALUE 20 RUSSIAN RUBLES EACH

(Title of Class of Securities)

97263M10

(CUSIP Number)

Roman V. Bolotovskiy
Wimm-Bill-Dann Foods OJSC
16/15 Yauzsky Blvd. Moscow 109028
Russia
Tel: +7-095-105-5805
Fax: +7-095-105-5800

Natalya V. Elizarova
c/o I.M. Arteks Holdings Limited
Karapatakis Building, 1 Naousis Street
P.O. Box 40634
Larnaca 6018 Republic of Cyprus
Tel: + 7-095-923-0194
Fax: + 7-095-232-5641

with a copy to:

William S. Lamb, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
125 West 55th St., New York, NY 10019
Tel.: 1-212-424-8000
Fax: 1-212-424-8500

with a copy to:

Joseph G. Connolly, Jr..
Hogan Hartson L.L.P.
555 Thirteenth Street, NW,
Washington, DC 20004
Tel: 1-202-637-5600
Fax: 1-202-637-5910

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

March 24, 2004

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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13 G 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
[]

(Continued on following pages)

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1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Gavril A. Yushvaev

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF
SHARES

8. SHARED VOTING POWER

BENEFICIALLY
OWNED BY

27,009,049

EACH
REPORTING
PERSON WITH

9. SOLE DISPOSITIVE POWER

8,272,948

10. SHARED DISPOSITIVE POWER

None

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP No. 97263M10

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Mikhail V. Dubinin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

3,005,152

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10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP No. 97263M10

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Sergei A. Plastinin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

8. SHARED VOTING POWER

27,009,049

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EACH 9. SOLE DISPOSITIVE POWER
REPORTING
PERSON WITH 5,351,421

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

_

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP No. 97263M10

13D

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Alexander S. Orlov

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_|

(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)
OR 2 (e)

_

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8.	SHARED VOTING POWER
		27,009,049
	9.	SOLE DISPOSITIVE POWER
		1,932,203
	10.	SHARED DISPOSITIVE POWER
		None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP No. 97263M10

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

David Iakobachvili

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)
OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Kingdom of Sweden

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

4,164,500

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

1.1

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP No. 97263M10

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Mikhail I. Vishnyakov

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) $|X|$

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)
OR 2 (e)

141

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF
SHARES

8. SHARED VOTING POWER

BENEFICIALLY OWNED BY

27,009,049

EACH

9. SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

1,139,765

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP No. 97263M10

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Evgeny L. Yaroslavskiy

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)

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OR 2 (e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF
SHARES

8. SHARED VOTING POWER

BENEFICIALLY
OWNED BY

27,009,049

EACH

9. SOLE DISPOSITIVE POWER

630,231

REPORTING
PERSON WITH

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Victor E. Evdokimov

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

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00

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

186,571

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

I.M. Arteks Holdings Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

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3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)

|_|

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cyprus

7. SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

2,326,258

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

|_|

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

CO

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SCHEDULE 13D

This Amendment No.3 (this "Amendment No.3") is being filed by the Reporting Persons to amend the statement on Schedule 13D filed with the Securities and Exchange Commission on September 16, 2003 (the "Initial Schedule 13D"), as amended by Amendment No.1 thereto filed with the Securities and

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Exchange Commission on November 21, 2003 ("Amendment No.1"), and Amendment No.2 thereto filed with the Securities and Exchange Commission on March 3, 2004 ("Amendment No.2"). The Initial Schedule 13D, as amended by Amendment No.1 and Amendment No.2, may be referred to herein as the "Schedule 13D".

Item 1. Security and Issuer

This Amendment No.3 is filed with respect to the ordinary shares, par value 20 Russian rubles per ordinary share (the "Ordinary Shares"), of Wimm-Bill-Dann Foods OJSC, a joint stock company organized under the laws of the Russian Federation (the "Issuer"), having its principal executive offices at 16/15 Yauzsky Boulevard, Moscow 109028, Russian Federation. The Ordinary Shares are traded on the New York Stock Exchange through an American Depositary Share facility in which each American Depositary Share of the Issuer (the "American Depositary Shares" or "ADSs") represents one Ordinary Share. Each reference in this Amendment No.3 to Ordinary Shares refers also (where applicable) to the corresponding American Depositary Shares representing such Ordinary Shares. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background

Paragraphs (a)-(c) and (f) of Item 2 of the Schedule 13D are hereby amended with respect to the Natural Reporting Persons by replacing Exhibit 1 to Amendment No. 2 in its entirety with Exhibit 1 to this Amendment No. 3.

Item 3. Source and Amount of Funds or Other Consideration

Paragraph (1) of Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

David Iakobachvili acquired 346,153 Ordinary Shares on February 20, 2004, and an additional 1,000,000 Ordinary Shares on March 24, 2004, in each case using his personal funds to pay the purchase price of USD13.00 per share. All other Ordinary Shares owned by David Iakobachvili, and all Ordinary Shares owned by all other Natural Reporting Persons, were acquired in exchange for common registered shares of "Lianozovo dairy" OJSC and common registered shares of "Production and Analytical Group "Rodnik" ZAO, both of which thereby became and still remain subsidiaries of the Issuer.

Item 5. Interest in Securities of the Issuer

Clauses (ii), (iv), (v) and (viii) of Paragraphs (a) and (b) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

- (ii) Mikhail V. Dubinin is a direct holder of 3,005,152 Ordinary Shares, as to which Mikhail V. Dubinin possesses sole investment power;
- (iv) Alexander S. Orlov is a direct holder of 1,932,203 Ordinary Shares, as to which Alexander S. Orlov possesses sole investment power;

- (v) David Iakobachvili is a direct holder of 4,164,500 Ordinary Shares, as to which David Iakobachvili possesses sole investment power; and

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(viii) Victor E. Evdokimov is a direct holder of 186,571 Ordinary Shares, as to which Victor E. Evdokimov possesses sole investment power.

- (c) On March 24, 2004, David Iakobachvili acquired 1,000,000 Ordinary Shares, representing approximately 2.27% of the Ordinary Shares in private transactions in Russia at a price of USD13.00 per share from other Natural Reporting Persons. Of those 1,000,000 Ordinary Shares, he acquired 598,254 from Mikhail V. Dubinin, 366,369 from Alexander S. Orlov and 35,377 from Victor E. Evdokimov.
- (e) As a result of the transaction described in Item 5(c) above, Alexander S. Orlov ceased to be the beneficial owner of more than 5% of the Ordinary Shares.

Item 7. Material to be Filed as Exhibits

- (1) Information Concerning Natural Reporting Persons
- (2) Power of Attorney, dated September 4, 2003 by each of the Natural Reporting Persons, appointing Roman V. Bolotovskiy and Tatiana A. Mikhaylova as attorneys-in-fact (incorporated herein by reference to the Initial Schedule 13D)
- (3) Specific Power of Attorney, dated November 17, 2003, by I.M.Arteks Holdings Limited, appointing Natalia V. Elizarova as attorney-in-fact (incorporated herein by reference to Amendment No.2)

CUSIP No. 97263M10

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SIGNATURES

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

Date: March 30, 2004

By /s/ Roman V. Bolotovskiy

Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Gavril A.
Yushvaev

Date: March 30, 2004

By /s/ Roman V. Bolotovskiy

Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Mikhail V.
Dubinin

Date: March 30, 2004

By /s/ Roman V. Bolotovskiy

Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Sergei A.
Plastinin

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Date: March 30, 2004	By /s/ Roman V. Bolotovskiy	----- Name: Roman V. Bolotovskiy as Attorney-in-Fact for Alexander S. Orlov
Date: March 30, 2004	By /s/ Roman V. Bolotovskiy	----- Name: Roman V. Bolotovskiy as Attorney-in-Fact for David Iakobachvili
Date: March 30, 2004	By /s/ Roman V. Bolotovskiy	----- Name: Roman V. Bolotovskiy as Attorney-in-Fact for Mikhail I. Vishnyakov
Date: March 30, 2004	By /s/ Roman V. Bolotovskiy	----- Name: Roman V. Bolotovskiy as Attorney-in-Fact for Victor E. Evdokimov
Date: March 30, 2004	By /s/ Roman V. Bolotovskiy	----- Name: Roman V. Bolotovskiy as Attorney-in-Fact for Evgeny L. Yaroslavskiy
Date: March 30, 2004	By I.M. Arteks Holdings Limited /s/ Natalia V. Elizarova	----- Name: Natalia V. Elizarova Title: Attorney-in-Fact

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Exhibit 1

Set forth below are the name, business address and present principal occupation or employment, and the name of any corporation or other organization in which such employment is conducted, for each of the Reporting Persons.

Name -----	Business Address -----	Employment and Employer -----
Gavril A. Yushvaev	Wimm-Bill-Dann Foods OJSC 16/15 Yauzsky Blvd. Moscow 109028 Russia	President of "RusAgroProject" CJSC
Mikhail V. Dubinin	Wimm-Bill-Dann Foods OJSC 16/15 Yauzsky Blvd. Moscow 109028 Russia	Member of the Board of Directors of Wimm-Bill-Dann Foods OJSC
Sergei A. Plastinin	Wimm-Bill-Dann Foods OJSC 16/15 Yauzsky Blvd. Moscow 109028 Russia	Director and Chairman of the Management Board of Wimm-Bill-Dann Foods OJSC

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Alexander S. Orlov	Wimm-Bill-Dann Foods OJSC 16/15 Yauzsky Blvd. Moscow 109028 Russia	Member of the Board of Directors of Wimm-Bill-Dann Foods OJSC
David Iakobachvili	Wimm-Bill-Dann Foods OJSC 16/15 Yauzsky Blvd. Moscow 109028 Russia	Chairman of the Board of Directors of Wimm-Bill-Dann Foods OJSC
Mikhail I. Vishnyakov	Wimm-Bill-Dann Foods OJSC 16/15 Yauzsky Blvd. Moscow 109028 Russia	Member of the Board of Directors of Tsaritsino Dairy" OJSC
Evgeny L. Yaroslavskiy	Wimm-Bill-Dann Foods OJSC 16/15 Yauzsky Blvd. Moscow 109028 Russia	Deputy General Director of "Trine" Co. Ltd
Victor E. Evdokimov	Wimm-Bill-Dann Foods OJSC 16/15 Yauzsky Blvd. Moscow 109028 Russia	Investment counselor to Chairman of the Management Board of Wimm-Bill-Dann Foods OJSC