Kaufman Mark
Form SC 13D/A
February 21, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

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. 3)*

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	**Adam O. Emmerich**
Darrois Villey Maillot Brochier AARPI	**Wachtell, Lipton, Rosen & Katz**
69, avenue Victor Hugo	**51 West 52nd Street**
75116 Paris, France	**New York, NY 10019**
+ 33 1 45 02 19 19	**(212) 403 1000**

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

February 17, 2012
(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

This Amendment No. 3 to Schedule 13D (this Amendment No. 3) 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. 3 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 and Amendment No. 2 to Schedule 13D filed by the Reporting Persons with the SEC on December 9, 2011 (as so amended, the Existing Schedule 13D). Capitalized terms used in this Amendment No. 3 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 fourth and fifth paragraphs thereof the following new paragraph:

On Friday, February 17, 2012, pursuant to and in accordance with the amended and restated by-laws of the Issuer (the Bylaws), Kaufman timely delivered to the Secretary of the Issuer a notice (the Notice) of his intent to nominate himself for election as a director at the forthcoming annual meeting of stockholders of the Issuer. The Notice contained all information required by the Bylaws including the completed questionnaire provided for therein. On February 21, 2012, Kaufman sent a letter (the February 21 Letter) to the Chairman of the board of directors of the Issuer. The February 21 Letter is included as Exhibit 99.4 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.

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: February 21, 2012

/s/ Mark Kaufman
Mark Kaufman

W & L Enterprises Ltd

By: /s/ Mark Kaufman
Name: Mark Kaufman
Title: Director

By: /s/ Olga Kuritsyna
Name: Olga Kuritsyna
Title: Director

EXHIBIT INDEX

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Exhibit 99.4	Letter, dated February 21, 2012, from Mark Kaufman to the Chairman of the Board of Directors of the Issuer.****

* 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)
**** Filed herewith