

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 6-K

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of the  
Securities Exchange Act of 1934

**For the month of January, 2014**

**Commission File Number 1565025**

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### **AMBEV S.A.**

(Exact name of registrant as specified in its charter)

### **AMBEV S.A.**

(Translation of Registrant's name into English)

**Rua Dr. Renato Paes de Barros, 1017 - 3rd Floor**

**04530-000 São Paulo, SP**

**Federative Republic of Brazil**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

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**AMBEV S.A.**

CNPJ [National Register of Legal Entities] No. 07.526.557/0001-00  
NIRE [Corporate Registration Identification Number] 35.300.368.941  
A Publicly-Held Company

**NOTICE TO SHAREHOLDERS**

We hereby announce to the shareholders of Ambev S.A. (the “Company”) that, as indicated in the Minutes of the Board of Directors’ Meeting held on January 6, 2014, the members of the Company’s Board of Directors approved the distribution of (i) dividends, to be deducted from the results of the 2013 fiscal year and attributed to the minimum mandatory dividends for 2013, in the amount of R\$0.10 for each share of the Company, without withholding income tax, pursuant to applicable law; and (ii) interest on own capital (“IOC”), to be deducted from the results of the 2013 fiscal year and attributed to the minimum mandatory dividends for 2013, of R\$0.154 per share of the Company. The distribution of IOC shall be taxed pursuant to applicable law, which shall result in a net distribution of IOC of R\$0.1309 per share of the Company, except for legal entities exempt from withholding tax pursuant to Article 5 of Law 11,053/04, as amended by Law 11,196/05, which have confirmed such qualification by means of specific notice sent to the Company in view of the last payment of earnings on September 27, 2013. **Shareholders who did not confirm such qualification, or who confirmed such qualification solely for the payment made on September 27, 2013**, shall provide specific notice to such effect to Ambev S.A., Área de Ações, c/o Nilson Casemiro – Rua Dr. Renato Paes de Barros, nº 1.017, 4º andar, CEP 04530-001, São Paulo/SP, Brazil, **by no later than January 17, 2014**. In case such qualification is not received by then, income tax shall be withheld.

The aforementioned payment shall be made as from January 23, 2014, (*ad referendum* of the Annual Shareholders’ Meeting relating to the 2013 fiscal year), considering the shareholding on and including January 14, 2014, with respect to BM&FBovespa, and January 17, 2014, with respect to the New York Stock Exchange, without any monetary adjustment. Shares and ADRs shall be traded *ex-dividends* as from and including January 15, 2014.

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## **SERVICE TO SHAREHOLDERS**

Shareholders who have already indicated a bank account shall have their credits available at the informed account. Shareholders who have not provided such indication shall receive from Banco Bradesco S.A., as depositary bank, at their stated address, a notice containing information with respect to the payment. Such notice shall be presented at one of Banco Bradesco's branches along with the appropriate deposit instructions. Shareholders who hold their shares under a fiduciary custody arrangement shall have their proceeds available according to procedures adopted by the appropriate stock exchange.

São Paulo, January 6, 2014.

Ambev S.A.  
Nelson José Jamel  
Investor Relations Officer

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 6, 2014

AMBEV S.A.

By: /s/ Nelson Jose Jamel

Nelson Jose Jamel

Chief Financial and Investor Relations Officer

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