

**SUPPLEMENTARY PROSPECTUS DATED 28 AUGUST 2009 TO THE PROSPECTUS  
DATED 15 JULY 2009**

**Nestlé Holdings, Inc.**

*(incorporated in the State of Delaware with limited liability)*

and

**Nestlé Finance International Ltd.**

*(incorporated in Luxembourg with limited liability in the form of a société anonyme)*

**Debt Issuance Programme**

Notes issued by Nestlé Finance International Ltd. will be, and  
Notes issued by Nestlé Holdings, Inc. may be, guaranteed by

**Nestlé S.A.**

*(incorporated in Switzerland with limited liability)*

This Supplementary Prospectus (the “**Supplementary Prospectus**”) to the Prospectus dated 15 July 2009 (the “**Prospectus**”) constitutes a Supplementary Prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 and is prepared in connection with the Debt Issuance Programme (the “**Programme**”) established by Nestlé Holdings, Inc. (“**NHI**”) and Nestlé Finance International Ltd. (“**NFI**”) (each an “**Issuer**”, together the “**Issuers**”). The Financial Services Authority, as the UK competent authority under Directive 2003/71/EC (the “**Prospectus Directive**”), has approved this Supplementary Prospectus.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuers or any Issuer and Nestlé S.A. which together with the Prospectus comprise a base prospectus for the purposes of Article 5.4 of the Prospectus Directive. Terms defined in the Prospectus have the same meaning when used in this Supplementary Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into the Prospectus by this Supplementary Prospectus and (b) any other statement in or incorporated in the Prospectus (as previously supplemented from time to time), the statements in (a) will prevail.

Except as disclosed in this Supplementary Prospectus and any supplement previously issued, there has been no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

The Issuers and Nestlé S.A. accept responsibility for the information contained in this Supplementary Prospectus. Each of the Issuers and Nestlé S.A. confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Prospectus is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

No Dealer has separately verified the information contained in this Supplementary Prospectus. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by any Dealer as to the accuracy or completeness of the information contained or incorporated in this Supplementary Prospectus.

None of the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus or any Final Terms constitute an offer of, or an invitation by or on behalf of any of the Issuers, Nestlé S.A. or any Dealer to any person to subscribe for, or purchase, any Notes.

The distribution of the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus and any Final Terms and the offer or sale of Notes may be restricted by law in certain jurisdictions. Persons into whose possession the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus or any Final Terms come are required by the Issuers, Nestlé S.A. and the Dealers to inform themselves about, and observe, any such restrictions. In particular, there are restrictions on the distribution of the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus, any Final Terms and other information in relation to the Issuers, Nestlé S.A. and the Notes, and the offer or sale of Notes in the United States and the European Economic Area (including the United Kingdom). For a further description of these restrictions, see “Subscription and Sale” in the Prospectus. The Notes and the Guarantee have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons, (see “Subscription and Sale” in the Prospectus).

Investors should be aware of their rights under Section 87Q(4) of the Financial Services and Markets Act 2000.

**NESTLÉ HOLDINGS, INC. – HALF-YEARLY FINANCIAL REPORT FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2009**

On 28 August 2009 NHI published its Half-Yearly Financial Report for the six-month period ended 30 June 2009 (the “**NHI Half-Yearly Financial Report**”). By virtue of this Supplementary Prospectus, the NHI Half-Yearly Financial Report (excluding any information or statements included therein either expressly or implicitly that is or might be considered to be forward looking) is incorporated in, and forms part of, the Prospectus.

**NESTLÉ FINANCE INTERNATIONAL LTD. – HALF-YEARLY FINANCIAL REPORT FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2009**

On 28 August 2009 NFI published its Half-Yearly Financial Report for the six-month

period ended 30 June 2009 (the “**NFI Half-Yearly Financial Report**”). By virtue of this Supplementary Prospectus, the NFI Half-Yearly Financial Report (excluding any information or statements included therein either expressly or implicitly that is or might be considered to be forward looking) is incorporated in, and forms part of, the Prospectus.

To the extent that any document or information incorporated by reference in this Supplementary Prospectus itself incorporates any information or documents by reference, either expressly or implicitly, such information or documents will not form part of this Supplementary Prospectus for the purposes of the Prospectus Directive, except where such information or documents are stated within this Supplementary Prospectus as specifically being incorporated by reference or where this Supplementary Prospectus is specifically defined as including such information.

Copies of the NHI Half-Yearly Financial Report and the NFI Half-Yearly Financial Report which are incorporated herein by reference are available at [www.nestle.com](http://www.nestle.com) and at [www.londonstockexchange.com/rns](http://www.londonstockexchange.com/rns) on the London Stock Exchange plc’s website.