

**SUPPLEMENTARY PROSPECTUS DATED 23 March 2009 TO THE PROSPECTUS  
DATED 26 AUGUST 2008**

**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 26 August 2008 (the “**Prospectus**”) constitutes a Supplementary Prospectus for the purposes of Directive 2003/71/EC and is prepared in connection with the Debt Issuance Programme (the “**Programme**”) established by Nestlé Holdings, Inc. and Nestlé Finance International Ltd. (each an “**Issuer**”, together the “**Issuers**”). The Financial Services Authority, as the UK competent authority under Directive 2003/71/EC, 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. 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.

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 of the Programme Dealers 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 Programme 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 S.A. – MANAGEMENT REPORT 2008**

On 12 March 2009, Nestlé S.A., the ultimate parent company of the Issuers, released its management report for the financial year ended 31 December 2008 (the “**Management Report**”). By virtue of this Supplementary Prospectus, the Management 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.

If documents which are incorporated by reference in this Supplementary Prospectus themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplementary Prospectus for the purposes of the prospectus directive except where such information or other documents are specifically incorporated by reference in the Supplementary Prospectus.

A copy of the Management Report which is incorporated herein by reference is 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.