
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported) – February 22, 2007

CENTRAL EUROPEAN DISTRIBUTION CORPORATION
(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

0-24341
(Commission File Number)

54-18652710
(IRS Employer
Identification No.)

Two Bala Plaza, Suite 300
Bala Cynwyd, Pennsylvania
(Address of Principal Executive Offices)

19004
(Zip Code)

(610) 660-7817
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On February 21, 2007, Central European Distribution Corporation (the “Company”) announced that it will issue 1,553,571 shares of its common stock, par value U.S. \$0.01 per share (the “Common Stock”) registered under an existing shelf registration statement on Form S-3 (Registration No. 333-138516), which was declared effective by the Securities and Exchange Commission on November 30, 2006. The public offering price of the Common Stock is 82.98 Polish zlotys per share (\$ 28.00 U.S. dollars per share according to the National Bank of Poland official exchange rate of PLN 2.9637 per U.S. \$1 published on February 21, 2007). The legal opinion and consent of Dewey Ballantine LLP relating to the sale of the Common Stock is filed herewith as Exhibits 5.1 and 23.1, respectively.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Dewey Ballantine LLP
23.1	Consent of Dewey Ballantine LLP (included as part of Exhibit 5.1)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Central European Distribution Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTRAL EUROPEAN DISTRIBUTION
CORPORATION

By: /s/ Chris Biedermann
Chris Biedermann
Vice President and
Chief Financial Officer

Date: February 22, 2007

EXHIBIT INDEX

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[Letterhead of Dewey Ballantine LLP]

February 21, 2007

Central European Distribution Corporation
Two Bala Plaza, Suite 300
Bala Cynwyd, PA 19004

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Central European Distribution Corporation, a Delaware corporation (the "Company"), in connection with the offering and sale by the Company of an aggregate of up to 1,553,571 shares of its common stock, par value \$0.01 per share (the "Common Stock") pursuant to the registration statement on Form S-3, SEC file no. 333-138516 (the "Registration Statement") and a related prospectus (the "Prospectus") and the Prospectus Supplements dated as of February 20, 2007 and February 21, 2007 (the "Prospectus Supplements"), each filed with the Securities and Exchange Commission by the Company under the Securities Act of 1933, as amended (the "Securities Act"). The Common Stock is to be issued to certain eligible investors who will each have entered into a non-negotiable subscription agreement in the form attached to the Prospectus Supplements (collectively, the "Subscription Agreements") to subscribe for shares of the Common Stock.

We have examined (i) the Registration Statement; (ii) the Prospectus; (iii) the Prospectus Supplements; (iv) the form of the Subscription Agreements; (v) the Certificate of Incorporation of the Company; (vi) the Amended and Restated Bylaws of the Company; and (vii) the resolutions adopted by the Board of Directors of the Company (the "Board") and the Pricing Committee of the Board relating to the issuance of the Common Stock. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, or as retrieved from the Securities and Exchange Commission's EDGAR database, and the authenticity of the originals of such latter documents. In making our examination of documents executed by parties other than the Company, we have assumed that such parties had the power, corporate or other, to enter into and perform all their obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof. As to any facts material to the opinions expressed herein which were not independently

established or verified, we have, with your consent, relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing and in reliance thereon, we are of the opinion that the Common Stock has been duly authorized, and when issued against payment therefor in accordance with the terms of the Subscription Agreements, will be validly issued, fully paid and nonassessable.

Members of our firm are admitted to the Bar in the State of New York and we do not express any opinion as to the laws of any jurisdiction other than the laws of the State of New York and the General Corporation Law of the State of Delaware. This opinion is limited to the laws as in effect on the date hereof. We disclaim any obligation to advise you of any change in law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Company's Current Report on Form 8-K to be filed on February 22, 2007, which is incorporated by reference into the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement and the related Prospectus and Prospectus Supplements. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Dewey Ballantine LLP