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CONSTELLATION BRANDS INC
 Form 8-K
 July 03, 2001

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): July 2, 2001

COMMISSION FILE NUMBER 001-08495

| | | |
|---|---|--|
| DELAWARE | CONSTELLATION BRANDS, INC. and its subsidiaries: | 16-0716709 |
| NEW YORK | BATAVIA WINE CELLARS, INC. | 16-1222994 |
| NEW YORK | CANANDAIGUA WINE COMPANY, INC. | 16-1462887 |
| NEW YORK | CANANDAIGUA EUROPE LIMITED | 16-1195581 |
| ENGLAND AND WALES | CANANDAIGUA LIMITED | 98-0198402 |
| NEW YORK | POLYPHENOLICS, INC. | 16-1546354 |
| NEW YORK | ROBERTS TRADING CORP. | 16-0865491 |
| NETHERLANDS | CANANDAIGUA B.V. | 98-0205132 |
| DELAWARE | FRANCISCAN VINEYARDS, INC. | 94-2602962 |
| CALIFORNIA | ALLBERRY, INC. | 68-0324763 |
| CALIFORNIA | CLOUD PEAK CORPORATION | 68-0324762 |
| CALIFORNIA | M.J. LEWIS CORP. | 94-3065450 |
| CALIFORNIA | MT. VEEDER CORPORATION | 94-2862667 |
| DELAWARE | BARTON INCORPORATED | 36-3500366 |
| DELAWARE | BARTON BRANDS, LTD. | 36-3185921 |
| MARYLAND | BARTON BEERS, LTD. | 36-2855879 |
| CONNECTICUT | BARTON BRANDS OF CALIFORNIA, INC. | 06-1048198 |
| GEORGIA | BARTON BRANDS OF GEORGIA, INC. | 58-1215938 |
| ILLINOIS | BARTON CANADA, LTD. | 36-4283446 |
| NEW YORK | BARTON DISTILLERS IMPORT CORP. | 13-1794441 |
| DELAWARE | BARTON FINANCIAL CORPORATION | 51-0311795 |
| WISCONSIN | STEVENS POINT BEVERAGE CO. | 39-0638900 |
| ILLINOIS | MONARCH IMPORT COMPANY | 36-3539106 |
| (State or other jurisdiction of incorporation or organization) | (Exact name of registrant as specified in its charter) | (I.R.S. Employer Identification No.) |

300 WillowBrook Office Park, Fairport, New York 14450

 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (716) 218-2169

 (Former name or former address, if changed since last report)

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ITEM 5. OTHER EVENTS

Constellation Brands, Inc. released the following information on July 2, 2001:

CONSTELLATION COMPLETES ACQUISITION OF RAVENSWOOD

FAIRPORT, NEW YORK, JULY 2, 2001 -- Constellation Brands, Inc. (NYSE: STZ and STZ.B) announced today the completion of its previously announced acquisition of Ravenswood Winery, Inc. (NASDAQ: RVWD).

Richard Sands, Chairman, Chief Executive Officer and President of Constellation, said, "We are very excited about the addition of Ravenswood to our fine wine business, which already includes Franciscan Oakville Estate, Simi, Quintessa, Mount Veeder, Veramonte and Estancia. Adding the leading Zinfandel wine to our already strong portfolio gives us the most sought after wine portfolio in the U.S. With sales and marketing integration well underway, we look forward to building on Ravenswood's success and enhancing its growth."

Ravenswood will be managed by Constellation's fine wine division, Franciscan Estates. Joel Peterson will become General Manager and Senior Winemaker of the Ravenswood Winery and Justin Faggioli will become General Manager and Chief Operating Officer. Both will report to Agustin Francisco Huneeus, President and Chief Executive Officer of Franciscan Estates. W. Reed Foster, former Chairman and Chief Executive Officer of Ravenswood, will remain a valued part of the management team.

Under the terms of the acquisition agreement, a wholly-owned subsidiary of Constellation was merged into Ravenswood and all outstanding shares of Ravenswood common stock were converted into the right to receive \$29.50 per share in cash. Constellation has deposited funds with a paying agent, which will send a letter of transmittal and instructions to former Ravenswood shareholders to enable them to surrender their stock in exchange for payment. As a result of the transaction, Constellation owns 100% of Ravenswood. Following the transaction, Ravenswood's common stock will be delisted from the Nasdaq National Market.

ABOUT CONSTELLATION

Constellation Brands, Inc. is a leader in the production and marketing of beverage alcohol brands in North America and the United Kingdom and is a leading independent drinks wholesaler in the United Kingdom. Leading brands in Constellation's portfolio include: Franciscan Oakville Estate, Simi, Estancia, Corona Extra, Modelo Especial, St. Pauli Girl, Almaden, Arbor Mist, Talus, Vendange, Alice White, Black Velvet, Fleischmann's, Schenley, Ten High, Stowells of Chelsea, Blackthorn and K.

FORWARD LOOKING STATEMENTS

The statements set forth in this press release, which are not historical facts, are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those set forth in the forward-looking statements. Any projections of future results of operations should not be construed in any manner as a guarantee that such results will in fact occur. There can be no assurance that any forward-looking statement in this press release will be realized or that actual results will not be significantly higher or lower than set forth in or implied by such forward-looking statement. For risk factors associated with Constellation and its business, please refer to Constellation's Securities and Exchange Commission filings, including its most recent Annual Report on Form 10-K.

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SIGNATURES

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

CONSTELLATION BRANDS, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Executive Vice
President and Chief Financial
Officer

SUBSIDIARIES

BATAVIA WINE CELLARS, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Treasurer

CANANDAIGUA WINE COMPANY, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Treasurer

CANANDAIGUA EUROPE LIMITED

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Treasurer

CANANDAIGUA LIMITED

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Finance Director
(Principal Financial Officer and
Principal Accounting Officer)

POLYPHENOLICS, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

ROBERTS TRADING CORP.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

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Thomas S. Summer, President and
Treasurer

CANANDAIGUA B.V.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Chief
Financial Officer

FRANCISCAN VINEYARDS, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

ALLBERRY, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

CLOUD PEAK CORPORATION

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

M.J. LEWIS CORP.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

MT. VEEDER CORPORATION

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

BARTON INCORPORATED

Dated: July 2, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BRANDS, LTD.

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Dated: July 2, 2001 By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BEERS, LTD.

Dated: July 2, 2001 By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BRANDS OF CALIFORNIA, INC.

Dated: July 2, 2001 By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BRANDS OF GEORGIA, INC.

Dated: July 2, 2001 By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON CANADA, LTD.

Dated: July 2, 2001 By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON DISTILLERS IMPORT CORP.

Dated: July 2, 2001 By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON FINANCIAL CORPORATION

Dated: July 2, 2001 By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

STEVENS POINT BEVERAGE CO.

Dated: July 2, 2001 By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

MONARCH IMPORT COMPANY

Dated: July 2, 2001 By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

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INDEX TO EXHIBITS

- (1) UNDERWRITING AGREEMENT
Not Applicable.
- (2) PLAN OF ACQUISITION, REORGANIZATION, ARRANGEMENT, LIQUIDATION OR SUCCESSION
Not Applicable.
- (4) INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES
Not Applicable.
- (16) LETTER RE CHANGE IN CERTIFYING ACCOUNTANT
Not Applicable.
- (17) LETTER RE DIRECTOR RESIGNATION
Not Applicable.
- (20) OTHER DOCUMENTS OR STATEMENTS TO SECURITY HOLDERS
Not Applicable.
- (23) CONSENTS OF EXPERTS AND COUNSEL
Not Applicable.
- (24) POWER OF ATTORNEY
Not Applicable.
- (27) FINANCIAL DATA SCHEDULE
Not Applicable.
- (99) ADDITIONAL EXHIBITS
None