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RAVENSWOOD WINERY INC
Form SC 13D
October 24, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

RAVENSWOOD WINERY, INC.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

754438109

(CUSIP Number)

Thomas J. Mullin, Esq.
Constellation Brands, Inc.
300 WillowBrook Office Park
Fairport, NY 14450
(716) 218-2169

With a copy to:

Jeffrey P. Newman, Esq.
Jack G. Martel, Esq.
Farella Braun + Martel LLP
235 Montgomery Street, 30th Floor
San Francisco, CA 94104
(415) 954-4400

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 2, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

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disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 754438109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Constellation Brands, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) []

3. SEC Use Only

4. Source of Funds (See Instructions) BK

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) []

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power None

8. Shared Voting Power 1,000

9. Sole Dispositive Power None

10. Shared Dispositive Power 1,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []

13. Percent of Class Represented by Amount in Row (11) 100%

14. Type of Reporting Person (See Instructions) CO

CUSIP No. 754438109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above

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persons (entities only).

VVV Acquisition Corp.*

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) []

3. SEC Use Only

4. Source of Funds (See Instructions) Not Applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) [].

6. Citizenship or Place of Organization Not Applicable

Number of Shares 7. Sole Voting Power Not Applicable

Beneficially Owned by 8. Shared Voting Power Not Applicable

Each Reporting Person With 9. Sole Dispositive Power Not Applicable

10. Shared Dispositive Power Not Applicable

11. Aggregate Amount Beneficially Owned by Each Reporting Person Not Applicable

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []

13. Percent of Class Represented by Amount in Row (11) Not Applicable

14. Type of Reporting Person (See Instructions) Not Applicable

* As a result of the Merger described in Item 4, VVV Acquisition Corp. was merged with and into the Issuer, with the Issuer continuing as the surviving corporation and VVV Acquisition Corp. ceasing its corporate existence.

CUSIP No. 754438109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Franciscan Vineyards, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

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(b) []

- 3. SEC Use Only
- 4. Source of Funds (See Instructions) BK
- 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) [].
- 6. Citizenship or Place of Organization Delaware

| | | |
|---|------------------------------|-------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. Sole Voting Power | None |
| | 8. Shared Voting Power | 1,000 |
| | 9. Sole Dispositive Power | None |
| | 10. Shared Dispositive Power | 1,000 |

- 11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,000
- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []
- 13. Percent of Class Represented by Amount in Row (11) 100%
- 14. Type of Reporting Person (See Instructions) CO

ITEM 1. SECURITY AND ISSUER

This Amendment No. 1 to Schedule 13D is filed by Constellation Brands, Inc. ("CBI") and Franciscan Vineyards, Inc. ("FVI") with respect to the common stock, no par value (the "Common Stock"), of Ravenswood Winery, Inc., a California corporation (the "Issuer").

Class of equity securities: Common Stock

The Issuer's principal executive offices are located at 18701 Gehricke Road, Sonoma, CA 95476.

ITEM 2. IDENTITY AND BACKGROUND

(a) - (c) CBI is a Delaware corporation whose principal business is producing, marketing and distributing branded beverage alcohol products in North America and the United Kingdom. Its principal executive offices are located at 300 WillowBrook Office Park, Fairport, NY 14450. FVI is a Delaware corporation and wholly-owned subsidiary of CBI. Its principal executive offices are located at 1178 Galleron Road, St. Helena, CA 94574.

Information with respect to the executive officers and directors of CBI and FVI, including name, business address, present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted, to the best knowledge of CBI and FVI, is listed on the attached Appendix I, which is incorporated

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herein by reference.

(d) - (e) During the last five years, neither CBI, FVI nor, to the best of their knowledge, any of the persons listed in Appendix I (executive officers and directors of CBI and FVI) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, neither CBI, FVI nor, to the best of their knowledge, any of the persons listed in Appendix I has been a party to any civil proceeding or a judicial or administrative body of competent jurisdiction which resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws, and neither CBI nor FVI is currently subject to any such judgment, decree or final order.

(f) To the best knowledge of CBI and FVI, as applicable, the citizenship of each of the executive officers and directors of CBI and FVI is set out on Appendix I, which is incorporated herein by reference.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

To fund the \$148,013,093.50 required to purchase the Issuer Common Stock in connection with the Merger, CBI used its existing short-term borrowing facility under its Credit Agreement, dated as of October 6, 1999 between CBI, certain of CBI's principal subsidiaries, and certain banks for which The Chase Manhattan Bank acts as Administrative Agent, as amended.

ITEM 4. PURPOSE OF TRANSACTION

(a)-(b) Pursuant to an Agreement and Plan of Merger dated April 10, 2001, (the "Merger Agreement"), among CBI, VVV Acquisition Corp., a wholly-owned subsidiary of CBI ("VVV") and the Issuer, VVV merged with and into the Issuer and the Issuer became an indirect wholly-owned subsidiary of CBI (such events constituting the "Merger"). As a result of the Merger, VVV ceased its corporate existence and the Issuer continued in existence as the surviving corporation. Each outstanding share of the Issuer's Common Stock, other than shares owned by CBI or VVV, was converted into the right to receive \$29.50 in cash, without interest (the "Merger Consideration") and each share of VVV common stock held by CBI (through FVI, its wholly-owned subsidiary) was converted into one share of common stock of the surviving corporation.

Immediately before the effective time of the Merger, each outstanding vested option to purchase Issuer Common Stock was canceled, and in consideration of such cancellation, the holder of such option became entitled to receive cash equal to the product of (i) the number of vested shares subject to such option and (B) the excess of the Merger Consideration over the per share exercise price of such option, less any applicable withholding taxes. Immediately before the effective time of the Merger, a number of unvested options to purchase Issuer Common Stock held by each holder thereof equal to the lesser of (i) unvested options to purchase 1,000 shares of Issuer Common Stock or (ii) the number of unvested options to purchase Issuer Common Stock held by such holder, accelerated, became fully vested and were treated immediately prior to the effective time of the Merger in the same manner as vested options to purchase Issuer Common Stock. Immediately before the effective time of the Merger, except as provided in the preceding sentence, each unvested option to purchase Issuer Common Stock was canceled, and in consideration for such cancellation, the holder thereof became entitled to receive at the time such unvested option to purchase Issuer Common Stock would have vested an amount of cash equal to the product of (x) the number of unvested shares subject to such option that would

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have vested on such date and (y) the excess of the Merger Consideration over the per share exercise price of such option, less any applicable withholding taxes.

The foregoing summary of the Merger is qualified in its entirety by reference to the copy of the Merger Agreement included as Exhibit 2(a) to CBI's Schedule 13D filed on April 20, 2001, and incorporated herein by reference.

(c) Not applicable.

(d) As a result of the Merger, the directors of VVV became the directors of the Issuer, until their respective successors are duly elected or appointed and qualified. Following the Merger the existing officers of the Issuer resigned and were replaced by CBI and FVI personnel.

(e)-(g) Other than as a result of the Merger described above, not applicable.

(h)-(i) Upon consummation of the Merger, the Issuer's Common Stock has been delisted from the Nasdaq National Market. On July 3, 2001, the issuer filed a Form 15 requesting deregistration of its Common Stock under the Act.

(j) Other than as described above, neither CBI nor FVI currently has any plans or proposals which relate to, or may result in, any of the matters listed in Item 4(a)-(i) of Schedule 13D (although CBI and FVI reserve their rights to develop such plans).

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a)-(b) As of July 2, 2001, as a result of the Merger, CBI (through its wholly owned subsidiary, FVI) is the beneficial owner of 1,000 shares of the Issuer Common Stock which represents 100% of the issued and outstanding Issuer Common Stock.

(c) Other than as described above in Item 4, none.

(d)-(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Other than the Merger Agreement, or as described above, to the best knowledge of CBI and FVI, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangement, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies which require disclosure under this Item.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following are filed herewith as exhibits to this Schedule 13D:

1. Joint Filing Agreement between CBI and FVI dated October 23, 2001.

2. Agreement and Plan of Merger dated as of April 10, 2001, by and among Issuer, CBI and VVV (filed as Exhibit 2(a) to CBI's Schedule 13D relating to the Issuer dated April 10, 2001 and filed on April 20, 2001 and incorporated herein by reference).

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3(a). Credit Agreement, dated as of October 6, 1999, between CBI, certain principal subsidiaries, and certain banks for which The Chase Manhattan Bank acts as Administrative Agent, The Bank of Nova Scotia acts as Syndication Agent, and Credit Suisse First Boston and Citicorp USA, Inc. act as Co-Documentation Agents (filed as Exhibit 4.1 to CBI's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 1999 and incorporated herein by reference).

3(b). Amendment No. 1 to the Credit Agreement, dated as of February 13, 2001, between CBI, certain principal subsidiaries, and The Chase Manhattan Bank, as administrative agent for certain banks (filed as Exhibit 4.20 to CBI's Annual Report on Form 10-K for the fiscal year ended February 28, 2001 and incorporated herein by reference).

3(c). Amendment No. 2 to the Credit Agreement, dated as of May 16, 2001, between CBI, certain principal subsidiaries, and The Chase Manhattan Bank, as administrative agent for certain banks (filed as Exhibit 4.1 to CBI's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 2001 and incorporated herein by reference).

3(d). Guarantee Assumption Agreement, dated as of July 2, 2001, by Ravenswood Winery, Inc., in favor of The Chase Manhattan Bank, as administrative agent, pursuant to the Credit Agreement dated as of October 6, 1999, as amended (filed as Exhibit 4.6 to CBI's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2001 and incorporated herein by reference).

3(e). Amendment No. 3 to the Credit Agreement, dated as of September 7, 2001, between CBI, certain principal subsidiaries, and The Chase Manhattan Bank, as administrative agent for certain banks (filed as Exhibit 4.7 to CBI's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2001 and incorporated herein by reference).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 23, 2001

CONSTELLATION BRANDS, INC.

By: /s/ Richard Sands

Name: Richard Sands
Title: President and Chief Executive Officer

FRANCISCAN VINEYARDS, INC.

By: /s/ Agustin Francisco Huneus

Name: Agustin Francisco Huneus
Title: President

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed

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on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT
CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

APPENDIX I

DIRECTORS AND EXECUTIVE OFFICERS OF CONSTELLATION BRANDS, INC.

| Name, Employer and Address ----- | Title, Present Principal Occupation or Employment ----- | Citiz ----- |
|---|---|----------------|
| Richard Sands Constellation Brands, Inc. 300 WillowBrook Office Park Fairport, NY 14450 | Director, Chairman of the Board, President and Chief Executive Officer of Constellation Brands, Inc. | U |
| Robert Sands Constellation Brands, Inc. 300 WillowBrook Office Park Fairport, NY 14450 | Director and Group President of Constellation Brands, Inc. | U |
| Agustin Francisco Huneeus Franciscan Vineyards, Inc. 1187 Galleron Rd. St. Helena, CA 94574 | President of Franciscan Vineyards, Inc., a wholly owned subsidiary of Constellation Brands, Inc. | USA an |
| Alexander L. Berk Barton Incorporated 55 East Monroe Street Chicago, IL 60603 | President and Chief Executive Officer of Barton Incorporated, a wholly owned subsidiary of Constellation Brands, Inc. | U |
| Peter Aikens Matthew Clark plc Whitchurch Lane Bristol BS14 0JZ UK | President and Chief Executive Officer of Matthew Clark plc, a wholly owned indirect subsidiary of Constellation Brands, Inc. | U |
| Jon Moramarco Canandaigua Wine Company, Inc. 235 North Bloomfield Road Canandaigua, NY 14424 | President and Chief Executive Officer of Canandaigua Wine Company, Inc., a wholly owned subsidiary of Constellation Brands, Inc. | U |
| Thomas S. Summer Constellation Brands, Inc. 300 WillowBrook Office Park Fairport, NY 14450 | Executive Vice President and Chief Financial Officer of Constellation Brands, Inc. | U |
| Thomas J. Mullin Constellation Brands, Inc. | Executive Vice President and General Counsel of Constellation Brands, Inc. | U |

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300 WillowBrook Office Park
Fairport, NY 14450

George H. Murray
Constellation Brands, Inc.
300 WillowBrook Office Park
Fairport, NY 14450

Executive Vice President and Chief Human
Resources Officer of Constellation
Brands, Inc.

George Bresler
Kurzman Eisenberg Corbin
Lever & Goodman, LLP
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New York, NY 10175

Director of Constellation Brands, Inc.
Partner of the law firm of Kurzman
Eisenberg Corbin Lever & Goodman, LLP

Jeananne K. Hauswald
Solo Management Group, LLC
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New York, NY 10029

Director of Constellation Brands, Inc.
Managing Partner of Solo Management
Group, LLC, a corporate financial and
investment management consulting
company

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Director of Constellation Brands, Inc.
Partner of the law firm of Nixon
Peabody, LLP

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Rush, NY 14543

Director of Constellation Brands, Inc.
Proprietor of Forbes Products, LLC, a
custom vinyl business products company

Paul L. Smith
77 Babcock Drive
Rochester, NY 14610-3304

Director of Constellation Brands, Inc.
Retired - Eastman Kodak Company

DIRECTORS AND EXECUTIVE OFFICERS OF FRANCISCAN VINEYARDS, INC.

Name, Employer and Address

Title, Present Principal Occupation or
Employment

Citiz

Richard Sands
Constellation Brands, Inc.
300 WillowBrook Office Park
Fairport, NY 14450

Director and Vice President of Franciscan
Vineyards, Inc.
Director, Chairman of the Board,
President and Chief Executive Officer
of Constellation Brands, Inc.

Robert Sands
Constellation Brands, Inc.
300 WillowBrook Office Park
Fairport, NY 14450

Director and Vice President of Franciscan
Vineyards, Inc.
Director and Group President of
Constellation Brands, Inc.

Agustin Francisco Huneus
Franciscan Vineyards, Inc.

President of Franciscan Vineyards, Inc.

USA an

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1187 Galleron Rd.
St. Helena, CA 94574

Thomas S. Summer
Constellation Brands, Inc.
300 WillowBrook Office Park
Fairport, NY 14450

Vice President and Treasurer of
Franciscan Vineyards, Inc.
Executive Vice President and Chief
Financial Officer of Constellation
Brands, Inc.