

Edgar Filing: CONSTELLATION BRANDS INC - Form 8-K

CONSTELLATION BRANDS INC  
Form 8-K  
March 20, 2003

UNITED STATES  
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): March 20, 2003  
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Constellation Brands, Inc.

-----  
(Exact name of registrant as specified in its charter)

001-08495

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(Commission File Number)

Delaware

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(State or other jurisdiction  
of incorporation)

16-0716709

-----  
(IRS Employer  
Identification No.)

300 WillowBrook Office Park, Fairport, New York 14450

-----  
(Address of principal executive offices) (Zip Code)

(585) 218-3600

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(Registrant's telephone number, including area code)

Not Applicable

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

ITEM 9. REGULATION FD DISCLOSURE

Constellation Brands, Inc. released the following information on March 20, 2003:

BRL HARDY SHAREHOLDERS APPROVE ACQUISITION BY CONSTELLATION  
Final Court Approval Expected March 27th

FAIRPORT, NEW YORK, MARCH 20, 2003 - Constellation Brands, Inc. (NYSE: STZ and STZ.B) announced a key milestone was reached today, when BRL Hardy Limited (ASX: BRL) shareholders voted in favor of an acquisition by Constellation.

The acquisition by Constellation is subject to customary closing conditions and final court approval by The Supreme Court of South Australia. The final court

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approval is expected to occur March 27, 2003.

BRL shareholders have until 5:00pm (Adelaide time) on April 4th to make an election as to the form of consideration for their shares. BRL shareholders may elect all cash, Constellation stock, or a combination thereof. The Constellation share price and exchange rate to be used to calculate the stock exchange ratio will be based on the volume weighted average share price and the average Australian dollar to U.S. dollar exchange ratio for the ten full trading days of Constellation stock up to and including March 25, 2003.

The Constellation share price and exchange rate to be used to calculate the stock exchange ratio will be published on BRL Hardy's website ([www.brlhardy.com.au](http://www.brlhardy.com.au)) and may also be accessed from the Australian Stock Exchange's web site ([www.ASX.com.au](http://www.ASX.com.au)) on March 26, 2003. The transaction is expected to close early April 2003.

### ABOUT CONSTELLATION

Constellation Brands, Inc. is a leading producer and marketer of beverage alcohol brands, with a broad portfolio of wine, spirits and imported beer. The Company is the largest single-source supplier of these products in the United States, and both a major producer and independent drinks wholesaler in the United Kingdom. Well-known brands in Constellation's portfolio include: Corona Extra, Pacifico, St. Pauli Girl, Black Velvet, Fleischmann's, Estancia, Simi, Ravenswood, Blackstone, Banrock Station, Alice White, Talus, Vendange, Almaden, Arbor Mist, Stowells of Chelsea and Blackthorn.

### ABOUT BRL HARDY

BRL Hardy Limited is a leading Australian producer and exporter of wine, with products sourced from Australia, New Zealand and France. The company's wines are distributed worldwide through a network of sales and marketing operations, with the majority of sales generated in Australia, the United Kingdom and the United States. Major export brands include: Hardys Stamp of Australia, Hardys Nottage Hill, Hardys VR and Banrock Station. Other domestic and international brands include: Houghton, Nobilo, Leasingham, Moondah Brook, Yarra Burn, Stonehaven, Stanley and Renmano.

### 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 or implied by the forward-looking statements. There can be no assurance that any forward-looking statement in this press release will be realized.

### SIGNATURES

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

CONSTELLATION BRANDS, INC.

Dated: March 20, 2003

By: /s/ Thomas F. Howe

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Thomas F. Howe, Senior Vice  
President, Controller

INDEX TO EXHIBITS

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(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.

(99) ADDITIONAL EXHIBITS

None