

CONSTELLATION BRANDS, INC.

Form 8-K

January 30, 2018

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) January 29, 2018

CONSTELLATION BRANDS, INC.  
(Exact name of registrant as specified in its charter)

Delaware                      001-08495    16-0716709  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

207 High Point Drive, Building 100, Victor, NY 14564  
(Address of principal executive offices)              (Zip Code)

Registrant's telephone number, including area code (585) 678-7100

Not Applicable  
(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth   
company, indicate by check  
mark if the registrant has

elected not to use the  
extended transition period  
for complying with any new  
or revised financial  
accounting standards  
provided pursuant to Section  
13(a) of the Exchange Act.

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Item 7.01 Regulation FD Disclosure.

On January 29, 2018, Constellation Brands, Inc. (“Constellation”) issued a news release announcing that it has priced a public offering of \$1.9 billion aggregate principal amount of Senior Notes, consisting of \$600.0 million of 3.200% Senior Notes due 2023, \$700.0 million of 3.600% Senior Notes due 2028 and \$600.0 million of 4.100% Senior Notes due 2048. Also on January 29, 2018, Constellation issued a news release announcing the full redemption of its 6.000% Senior Notes due 2022. A copy of each of these releases is furnished herewith as Exhibit 99.1 and Exhibit 99.2, respectively, and each is incorporated herein by reference.

The information in the news releases attached as Exhibit 99.1 and Exhibit 99.2 are incorporated by reference into this Item 7.01 in satisfaction of the public disclosure requirements of Regulation FD. This information is “furnished” and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, and is not otherwise subject to the liabilities of that section. It may be incorporated by reference in another filing under the Securities Exchange Act of 1934 or the Securities Act of 1933 only if and to the extent such subsequent filing specifically references the information incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished as part of this Current Report on Form 8-K:

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | News Release of Constellation Brands, Inc. dated January 29, 2018 regarding pricing of a public offering of senior notes.    |
| 99.2        | News Release of Constellation Brands, Inc. dated January 29, 2018 regarding full redemption of 6.000% Senior Notes due 2022. |

INDEX TO EXHIBITS

| Exhibit No. | Description   |
|-------------|---|
| (99)        | ADDITIONAL EXHIBITS   |
| (99.1)      | <u>News Release of Constellation Brands, Inc. dated January 29, 2018 regarding pricing of a public offering of senior notes.</u>    |
| (99.2)      | <u>News Release of Constellation Brands, Inc. dated January 29, 2018 regarding full redemption of 6.000% Senior Notes due 2022.</u> |

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.

Date: January 29, 2018 CONSTELLATION BRANDS,  
INC.

By: /s/ David Klein  
David Klein  
Executive Vice President and  
Chief Financial Officer