

CONSTELLATION BRANDS, INC.  
Form 8-K  
February 01, 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)

|  |  |  |
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| <b><u>Delaware</u></b><br>(State or other jurisdiction<br>of incorporation)                                    | <b><u>001-08495</u></b><br>(Commission<br>File Number) | <b><u>16-0716709</u></b><br>(IRS Employer<br>Identification No.) |
| <b><u>207 High Point Drive, Building 100, Victor, NY 14564</u></b><br>(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))

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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.

**Item 8.01 Other Events.**

On January 29, 2018, Constellation Brands, Inc. (the Company) and certain subsidiary guarantors (the Guarantors) entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, for themselves and as representatives of the underwriters named therein (the Underwriters) for the sale by the Company of \$1.9 billion aggregate principal amount of Senior Notes, consisting of (i) \$600.0 million of 3.200% Senior Notes due 2023 for a public offering price of 99.907% of the principal amount of such notes; (ii) \$700.0 million of 3.600% Senior Notes due 2028 for a public offering price of 99.807% of the principal amount of such notes; and (iii) \$600.0 million of 4.100% Senior Notes due 2048 for a public offering price of 99.656% of the principal amount of such notes (collectively, the Notes). The purchase of the Notes by the Underwriters is scheduled to close on February 7, 2018, subject to customary closing conditions. The Company intends to use approximately \$674.4 million of the net proceeds from this offering to redeem prior to maturity its outstanding 6.000% Senior Notes due 2022 in the aggregate principal amount of \$600.0 million, plus a make-whole premium of approximately \$74.4 million, and use the remaining net proceeds for other general corporate purposes.

The Company has filed with the Securities and Exchange Commission a Prospectus dated May 2, 2017 and a Prospectus Supplement for the Notes dated January 29, 2018, each of which forms a part of the Company's Registration Statement on Form S-3 (File No. 333-217584) (the Registration Statement) in connection with the public offering of the Notes. The Company is filing the item listed below as an exhibit to this Current Report on Form 8-K for the purpose of incorporating it as an exhibit to the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed as part of this Current Report on Form 8-K:

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 1.1                | Underwriting Agreement, dated January 29, 2018, among the Company, the guarantors named therein, and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, for themselves and as representatives of the several underwriters named therein. |

**INDEX TO EXHIBITS**

**Exhibit No. Description**

- (1) UNDERWRITING AGREEMENT
- (1.1) Underwriting Agreement, dated January 29, 2018, among the Company, the guarantors named therein, and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, for themselves and as representatives of the several underwriters named therein.

**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: February 1, 2018

CONSTELLATION BRANDS, INC.

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