

CONSTELLATION BRANDS, INC.  
Form 8-K  
May 14, 2013

**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) May 13, 2013

**CONSTELLATION BRANDS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-08495**  
(Commission

**16-0716709**  
(IRS Employer

File Number)  
**207 High Point Drive, Building 100, Victor, NY 14564**

Identification No.)

(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))

**Item 8.01 Other Events.**

Constellation Brands, Inc. (the Company) is filing this Current Report on Form 8-K for the purpose of incorporating by reference into the Company's registration statement on Form S-3 (SEC File No. 333-179266) the following: (i) the form of Supplemental Indenture No. 3 among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee, filed as Exhibit 4.1 to this Current Report on Form 8-K; (ii) the form of Supplemental Indenture No. 4 among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee, filed as Exhibit 4.2 to this Current Report on Form 8-K; (iii) the form of Escrow Agreement among the Company, Manufacturers and Traders Trust Company, in its capacity as Trustee, and Manufacturers and Traders Trust Company, as escrow agent and securities intermediary, filed as Exhibit 4.3 to this Current Report on Form 8-K; and (iv) the opinion of McDermott Will & Emery LLP dated May 13, 2013, filed as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial statements of businesses acquired.  
Not applicable.

(b) Pro forma financial information.  
Not applicable.

(c) Shell company transactions.  
Not applicable.

(d) Exhibits.  
The following exhibits are filed as part of this Current Report on Form 8-K:

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 4.1                | Form of Supplemental Indenture No. 3 among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee.   |
| 4.2                | Form of Supplemental Indenture No. 4 among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee.   |
| 4.3                | Form of Escrow Agreement among the Company, Manufacturers and Traders Trust Company, in its capacity as Trustee, and Manufacturers and Traders Trust Company, as escrow agent and securities intermediary. |
| 5.1                | Opinion of McDermott Will & Emery LLP dated May 13, 2013.  |
| 23.1               | Consent of McDermott Will & Emery LLP (included in the legal opinion filed as Exhibit 5.1 to this Current Report on Form 8-K).   |

**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.

Date: May 13, 2013

By: /s/ Robert Ryder  
Robert Ryder  
Executive Vice President and

Chief Financial Officer

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| (1)                | UNDERWRITING AGREEMENT<br>Not Applicable   |
| (2)                | PLAN OF ACQUISITION, REORGANIZATION, ARRANGEMENT, LIQUIDATION OR SUCCESSION<br>Not Applicable.   |
| (3)                | ARTICLES OF INCORPORATION AND BYLAWS<br>Not Applicable.  |
| (4)                | INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES  |
| (4.1)              | Form of Supplemental Indenture No. 3 among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee.   |
| (4.2)              | Form of Supplemental Indenture No. 4 among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee.   |
| (4.3)              | Form of Escrow Agreement among the Company, Manufacturers and Traders Trust Company, in its capacity as Trustee, and Manufacturers and Traders Trust Company, as escrow agent and securities intermediary. |
| (5)                | OPINION REGARDING LEGALITY   |
| (5.1)              | Opinion of McDermott Will & Emery LLP dated May 13, 2013.  |
| (7)                | CORRESPONDENCE FROM AN INDEPENDENT ACCOUNTANT REGARDING NON-RELIANCE ON A PREVIOUSLY ISSUED AUDIT REPORT OR COMPLETED INTERIM REVIEW<br>Not Applicable.  |
| (14)               | CODE OF ETHICS<br>Not Applicable.  |
| (16)               | LETTER RE CHANGE IN CERTIFYING ACCOUNTANT<br>Not Applicable.   |
| (17)               | CORRESPONDENCE ON DEPARTURE OF DIRECTOR<br>Not Applicable.   |
| (20)               | OTHER DOCUMENTS OR STATEMENTS TO SECURITY HOLDERS  |

Not Applicable.

(23) CONSENTS OF EXPERTS AND COUNSEL

(23.1) Consent of McDermott Will & Emery LLP (included in the legal opinion filed as Exhibit 5.1 to this Current Report on Form 8-K).

(24) POWER OF ATTORNEY

Not Applicable.

(99) ADDITIONAL EXHIBITS

Not Applicable.

(100) XBRL-RELATED DOCUMENTS

Not Applicable.

(101) INTERACTIVE DATA FILE

Not Applicable.