

CONSTELLATION BRANDS, INC.

Form 8-K

January 12, 2009

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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 12, 2009

CONSTELLATION BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction  
of incorporation)

001-08495  
(Commission  
File Number)

16-0716709  
(IRS Employer  
Identification No.)

370 Woodcliff Drive, Suite 300, Fairport, NY 14450

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area (585) 218-3600  
code

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)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item Regulation FD Disclosure.  
7.01.

On January 12, 2009, Constellation Brands, Inc. (“Constellation”) issued a news release, a copy of which is furnished herewith as Exhibit 99.1 and is incorporated herein by reference, announcing Constellation’s agreement to sell its value spirits business, including over 40 brands and its distillery and bottling facilities located in Bardstown and Owensboro, Kentucky, and a leased bottling facility located in Carson, California to Sazerac Company, Inc. (“Sazerac”). In addition, this sale transaction includes certain inventory and the capital stock of certain subsidiaries which primarily comprise the value spirits business. Constellation will retain certain spirits brands including SVEDKA Vodka, Black Velvet Canadian Whisky, and Paul Masson Grande Amber Brandy, as well as its production facility in Lethbridge, Alberta, Canada, and Constellation and Sazerac will provide one another certain contractual production services after the sale transaction. The news release also provided information about, among other things, the diluted earnings per share outlook regarding Constellation’s fiscal year ending February 28, 2009 and certain related assumptions. Constellation will consolidate the retained premium spirits business into its North American wine operations in order to improve efficiencies following the completion of the divestiture and expects to finalize a consolidation plan by the closing of the transaction. The projections constituting the guidance included in the news release involve risks and uncertainties, the outcome of which cannot be foreseen at this time and, therefore, actual results may vary materially from these projections. In this regard, see the information included in the news release under the caption “Forward-Looking Statements.”

References to Constellation’s website in the release do not incorporate by reference the information on such website into this Current Report on Form 8-K and Constellation disclaims any such incorporation by reference. The information in the news release attached as Exhibit 99.1 is 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 Financial Statements and Exhibits.  
9.01.

(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 exhibit is furnished as part of this Current Report on Form 8-K:

Exhibit No. Description

99.1 News Release of Constellation Brands, Inc. dated January 12, 2009.

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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 12, 2009

CONSTELLATION BRANDS, INC.

By:

/s/ Robert Ryder

Robert Ryder  
Executive Vice President and  
Chief Financial Officer

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INDEX TO EXHIBITS

| Exhibit No. | Description   |
|-------------|---|
| (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<br>Not Applicable.  |
| (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<br>Not Applicable.  |
| (23)        | CONSENTS OF EXPERTS AND COUNSEL<br>Not Applicable.  |
| (24)        | POWER OF ATTORNEY<br>Not Applicable.  |

(99) ADDITIONAL EXHIBITS

(99.1) News Release of Constellation Brands, Inc. dated January 12, 2009.

(100) XBRL-RELATED DOCUMENTS

Not Applicable.

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