

**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) September 20, 2018

**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.)

**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.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(d) Election of Director**

On September 20, 2018, the Board of Directors of Constellation Brands, Inc. (“Constellation” or the “Company”) was expanded from eleven (11) to twelve (12) members. On that date, the Board of Directors filled the additional Board seat by electing Jennifer M. Daniels to serve as a member of the Board of Directors effective immediately and until the next annual meeting of stockholders and until her successor is elected and qualified. Also on that date, she was appointed as a member of the Audit Committee of the Board of Directors.

Ms. Daniels, age 55, has, since November 2014, served as Chief Legal Officer and Secretary of Colgate-Palmolive Company, a leading global consumer products company. Prior to that, she served as Senior Vice President, General Counsel and Secretary of NCR Corporation from 2010 to 2014. She also served as Vice President, General Counsel and Secretary of Barnes & Noble, Inc. from 2007 through 2010. Ms. Daniels has not served as a director of any other public company during the past five years. Ms. Daniels brings to the Board significant legal expertise with a global lens on consumer business, a strong transactional track record, and in-depth knowledge of the corporate governance requirements for publicly-traded companies.

The Board considers Ms. Daniels to be an independent director under the Company’s categorical standards of independence and applicable New York Stock Exchange requirements. As a non-management member of the Board, Ms. Daniels will receive the compensation paid to non-management directors for service on the Board and its committees. However, as Ms. Daniels is being elected outside the annual meeting timeframe, the amount of her annual cash retainer, and the number of shares subject to her annual stock option grant and restricted stock award, have been prorated from the date of her election to the scheduled date of the Company’s next annual meeting of stockholders at which directors are elected. Specifically, effective September 20, 2018, Ms. Daniels: (i) became entitled to an annual cash retainer of \$88,942.31; (ii) was granted an option to purchase 805 shares of the Company’s Class A Common Stock at an exercise price of \$218.57 per share, subject to applicable provisions in the award, 100% of which shall vest six (6) months following the date of grant, and shall be exercisable through the ten-year anniversary of the date of grant; and (iii) was granted an award of 362 restricted shares of the Company’s Class A Common Stock, subject to applicable provisions in the award, 100% of which shall vest one year following the date of grant. On September 20, 2018, which was the date of the option grant and the restricted stock award, the closing price of the Company’s Class A Common Stock was \$218.57 per share.

The form of Memorandum regarding the Terms and Conditions of Stock Options for Directors and the form of Restricted Stock Award Agreement for Directors were filed as Exhibits 10.1 and 10.2, respectively, to the Company’s Current Report on Form 8-K filed July 20, 2017, and are incorporated herein by reference.

There are no arrangements or understandings between Ms. Daniels and any other person pursuant to which she was selected as a director, and there have been no transactions since the beginning of the Company’s last fiscal year, nor are there any currently proposed transactions, regarding Ms. Daniels that are required to be disclosed by Item 404(a) of Regulation S-K.

**Item 7.01 Regulation FD Disclosure.**

On September 24, 2018, Constellation issued a news release, a copy of which release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference, announcing the election of Jennifer M. Daniels as a member of the Company’s Board of Directors effective on September 20, 2018.

References to Constellation’s website and/or other social media sites or platforms in the release do not incorporate by reference the information on such websites, social media sites or platforms into this Current Report

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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. Such information 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 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 September 24, 2018.

**INDEX TO EXHIBITS**

**Exhibit No. Description**

- |        |   |
|--------|---|
| (10)   | MATERIAL CONTRACTS  |
| (10.1) | <a href="#">Form of Terms and Conditions Memorandum for Directors with respect to options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan (grants on or after July 18, 2017) (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 18, 2017, filed on July 20, 2017 and incorporated herein by reference).</a> * |
| (10.2) | <a href="#">Form of Restricted Stock Award Agreement for Directors with respect to awards of restricted stock pursuant to the Company's Long-Term Stock Incentive Plan (awards on or after July 18, 2017) (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated July 18, 2017, filed on July 20, 2017 and incorporated herein by reference).</a> *       |
| (99)   | ADDITIONAL EXHIBITS   |
| (99.1) | <a href="#">News Release of Constellation Brands, Inc. dated September 24, 2018 (filed herewith).</a>   |

\* Designates management contract or compensatory plan or arrangement.

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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: September 24, 2018

CONSTELLATION BRANDS, INC.

By: /s/ David Klein

David Klein

Executive Vice President and  
Chief Financial Officer



Constellation Brands

PRESS *release*

VISIT US |



## Constellation Brands Elects Jennifer M. Daniels of Colgate-Palmolive Company to its Board of Directors

**VICTOR, N.Y., Sept. 24, 2018** – Constellation Brands, Inc. (NYSE: STZ and STZ.B), a leading beverage alcohol company, announced today the election of Jennifer M. Daniels, chief legal officer and secretary of Colgate-Palmolive Company, to serve as a member of its board of directors, effective as of the close of business on September 20, 2018. This election increases the size of Constellation’s board from 11 to 12 members.

“We are pleased to welcome Jennifer to our board of directors,” said Constellation’s Chairman of the Board Richard Sands. “Jennifer brings extensive experience in consumer product goods, mergers and acquisitions, regulatory compliance and corporate governance that will serve as tremendous assets to our board at a very exciting time as our company explores new avenues of growth, while continuing to build momentum for our high-performing beverage alcohol business.”

Since November 2014, Daniels has served as chief legal officer and secretary of Colgate-Palmolive, a global consumer products company with leading brands sold in over 200 countries and territories. In her current role, Daniels oversees all legal matters including corporate governance and serves as a member of the company’s executive team.

“I’m excited to join the board of directors at Constellation Brands, one of the top-performing S&P 500 companies over the past several years,” said Daniels. “I admire Constellation’s approach to staying at the forefront of consumer trends and look forward to working with the board to help sustain the momentum the company has built in the marketplace.”

Prior to Colgate-Palmolive, Daniels was senior vice president, general counsel and secretary of NCR Corporation, a computer hardware, software and services company with a global presence, where she oversaw all legal matters, government relations, IP licensing, compliance and environmental issues. Before her work at NCR, Daniels served as vice president, general counsel and secretary of Barnes & Noble, Inc., where she helped build an internal legal function as the company’s first in-house general counsel.

Daniels earned a bachelor’s degree in history and English from the University of Pennsylvania, and a law degree from Harvard Law School.



Constellation Brands

PRESS *release*

### About Constellation Brands

Constellation Brands (NYSE: STZ and STZ.B), a Fortune 500® company, is a leading international producer and marketer of beer, wine and spirits with operations in the U.S., Mexico, New Zealand, Italy and Canada. Constellation is the No. 3 beer company in the U.S. with high-end, iconic imported brands such as Corona Extra, Corona Light, Modelo Especial, Modelo Negra and Pacifico. The company's beer portfolio also includes Ballast Point, one of the most awarded craft brewers in the U.S., and Funky Buddha Brewery. In addition, Constellation is the world leader in premium wine, selling great brands that people love, including Robert Mondavi, Clos du Bois, Kim Crawford, Meiomi, Mark West, Black Box, Ruffino and The Prisoner. The company's premium spirits brands include SVEDKA Vodka, Casa Noble Tequila and High West Whiskey.

Based in Victor, N.Y., the company believes that industry leadership involves a commitment to brand building, our trade partners, the environment, our investors and to consumers around the world who choose our products when celebrating big moments or enjoying quiet ones. Founded in 1945, Constellation has grown to become a significant player in the beverage alcohol industry with more than 100 brands in its portfolio; about 40 wineries, breweries and distilleries; and approximately 10,000 talented employees. We express our company vision: *to elevate life with every glass raised.*

To learn more, follow us on Twitter [@cbrands](#) and visit [www.cbrands.com](#).

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#### MEDIA CONTACTS

Mike McGrew 773-251-4934 | Amy Martin 585-678-7141

#### INVESTOR RELATIONS CONTACTS

Patty Yahn-Urlaub 585-678-7483 | Bob Czudak 585-678-7170

### Constellation Brands Elects New Board Member



Jennifer M. Daniels, Colgate-Palmolive Company