

**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) October 22, 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.

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**Item 7.01 Regulation FD Disclosure.**

On October 22, 2018, Constellation Brands, Inc. (“Constellation”) issued a news release announcing that it has priced a public offering of \$2.15 billion aggregate principal amount of Senior Notes, consisting of \$650.0 million of Senior Floating Rate Notes due 2021, \$500.0 million of 4.400% Senior Notes due 2025, \$500.0 million of 4.650% Senior Notes due 2028, and \$500.0 million of 5.250% Senior Notes due 2048. A copy of this release is furnished herewith as Exhibit 99.1 and is incorporated herein 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:

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release of Constellation Brands, Inc. dated October 22, 2018 regarding pricing of a public offering of senior notes.

**INDEX TO EXHIBITS**

**Exhibit No.** **Description**

- (99) ADDITIONAL EXHIBITS
- (99.1) [News Release of Constellation Brands, Inc. dated October 22, 2018 regarding pricing of a public offering of senior notes \(filed herewith\).](#)
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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: October 22, 2018

CONSTELLATION BRANDS, INC.

By: /s/ David Klein

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David Klein

Executive Vice President and  
Chief Financial Officer



## Constellation Brands Prices Offering of Senior Notes

**VICTOR, N.Y., Oct. 22, 2018** – Constellation Brands, Inc. (NYSE: STZ and STZ.B), a leading beverage alcohol company, announced today that it priced the public offering of \$2.15 billion aggregate principal amount of Senior Notes, consisting of (i) \$650.0 million of Senior Floating Rate Notes due 2021 (the “senior floating rate notes”); (ii) \$500.0 million of 4.400% Senior Notes due 2025 (the “2025 notes”) for a public offering price of 99.812% of the principal amount of the 2025 notes; (iii) \$500.0 million of 4.650% Senior Notes due 2028 (the “2028 notes”) for a public offering price of 99.720% of the principal amount of the 2028 notes; and (iv) \$500.0 million of 5.250% Senior Notes due 2048 (the “2048 notes”) for a public offering price of 99.592% of the principal amount of the 2048 notes (collectively, the “notes”). The notes will be senior obligations that rank equally with all of Constellation’s other senior unsecured indebtedness, and will be guaranteed by the subsidiaries of Constellation that are guarantors under Constellation’s senior credit facility and/or senior term credit facility.

Closing of the offering is expected to occur on October 29, 2018. Constellation intends to use the net proceeds from the offering, together with borrowings under its senior term credit facility and its commercial paper program and cash on hand, to finance the Company’s pending incremental investment in Canopy Growth Corporation of C\$5.1 billion, or approximately \$4 billion.

Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC are acting as the joint book-running managers of the offering. The notes are being offered only by means of a prospectus, including a prospectus supplement, copies of which may be obtained by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322 or emailing [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com), contacting Goldman Sachs & Co. LLC toll-free at (866) 471-2526, or contacting J.P. Morgan Securities LLC collect at (212) 834-4533. Alternatively, the prospectus and prospectus supplement may be obtained by visiting EDGAR on the SEC website at <http://www.sec.gov>.

This announcement does not constitute an offer to sell or a solicitation of an offer to buy notes. The notes will not be offered or sold in any state or jurisdiction in which such an offer, solicitation, or sale would be unlawful.



Constellation Brands

PRESS *release*

### **About Constellation Brands**

Constellation Brands 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 third-largest producer and marketer of beer for the U.S. market and the world's leading premium wine company with a leading market position in the U.S. Constellation's wine portfolio is complemented by select premium spirits brands. Constellation's brand portfolio includes Corona Extra, Corona Light, Modelo Especial, Modelo Negra, Pacifico, Ballast Point, Robert Mondavi, Clos du Bois, Kim Crawford, Meiomi, Mark West, Franciscan Estate, Ruffino, The Prisoner, SVEDKA Vodka, Casa Noble Tequila and High West Whiskey.

### **Forward-Looking Statements**

This news release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Statements which are not historical facts and relate to future plans, events or performance are forward-looking statements that are based upon management's current expectations and are subject to risks and uncertainties. Detailed information regarding risk factors with respect to the company and the offering are included in the company's filings with the SEC, including the prospectus and prospectus supplement for the offering.

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#### **MEDIA CONTACTS**

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#### **INVESTOR RELATIONS CONTACTS**

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