

**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) November 4, 2005

**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 code **(585) 218-3600**

**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))
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## **ITEM 7.01 REGULATION FD DISCLOSURE.**

On November 4, 2005, Constellation Brands, Inc. ("Constellation") issued a press release, attached here as Exhibit 99.1, in which it questioned the recommendation made by the Board of Directors of Vincer International Inc. ("Vincer") that Vincer shareholders reject Constellation's cash takeover bid (the "Offer") to acquire all of the outstanding common shares (and associated Poison Pill Rights) of Vincer for CDN \$31.00 per share. As previously announced, the Offer is scheduled to expire at 5:00 p.m. Toronto time on Monday, November 28, 2005, unless the Offer is extended. The Offer is not conditional on financing or the completion of due diligence but contains certain customary conditions, including the valid tender, and non-withdrawal, of at least 66 2/3% of Vincer's common shares and receipt of required regulatory consents and approvals.

This Current Report on Form 8-K, including the exhibit hereto, is being furnished in lieu of a tender offer filing, since Vincer International Inc. does not have a class of equity security registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.

References to Constellation's website in the press release attached as Exhibit 99.1 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 included in this Current Report on Form 8-K and the press release attached as Exhibit 99.1, are 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, or otherwise subject to the liabilities of that section. It may only 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.

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**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) The following exhibit is furnished as part of this Current Report on Form 8-K.

No.    Description

99.1    Press Release of Constellation Brands, Inc. (the “Company”), dated November 4, 2005.

## 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: November 4, 2005

By: /s/ Thomas S. Summer  
Thomas S. Summer, Executive Vice President  
and Chief Financial Officer

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
(1)	UNDERWRITING AGREEMENT Not Applicable.
(2)	PLAN OF ACQUISITION, REORGANIZATION, ARRANGEMENT, LIQUIDATION OR SUCCESSION Not Applicable.
(3)	ARTICLES OF INCORPORATION AND BYLAWS Not Applicable.
(4)	INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES Not Applicable.
(7)	CORRESPONDENCE FROM AN INDEPENDENT ACCOUNTANT REGARDING NON-RELIANCE ON A PREVIOUSLY ISSUED AUDIT REPORT OR COMPLETED INTERIM REVIEW Not Applicable.
(14)	CODE OF ETHICS Not Applicable.
(16)	LETTER RE CHANGE IN CERTIFYING ACCOUNTANT Not Applicable.
(17)	CORRESPONDENCE ON DEPARTURE OF DIRECTOR Not Applicable.
(20)	OTHER DOCUMENTS OR STATEMENTS TO SECURITY HOLDERS Not Applicable.
(23)	CONSENTS OF EXPERTS AND COUNSEL Not Applicable.
(24)	POWER OF ATTORNEY Not Applicable.
(99)	ADDITIONAL EXHIBITS
(99.1)	Press Release dated November 4, 2005.
(100)	XBRL-RELATED DOCUMENTS Not Applicable.

[LOGO] **CONSTELLATION**  
**News Release**

**CONTACTS:**

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***Investor Relations:***

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**CONSTELLATION QUESTIONS VINCOR BOARD'S REJECTION OF \$31 PER SHARE CASH OFFER**

**FAIRPORT, N.Y., Nov. 4, 2005** -- Constellation Brands, Inc. (NYSE: STZ, ASX: CBR) today questioned the recommendation made by the Board of Directors of Vincor International Inc. (TSX: VN) that shareholders reject Constellation's \$31 per share cash offer.

"Vincor shareholders have every right to be disappointed with the action - or inaction - of their Board of Directors," said Richard Sands, Constellation Brands' chairman. "It has been almost two months since we approached Vincor with a proposal and more than a month since we announced we were prepared to pay \$31 (Canadian) per share in cash. In all that time, the Vincor Board has failed to demonstrate concrete steps to deliver maximum value to its shareholders."

"Vincor's Board remains entrenched in the position it took even before we announced our \$31 per share cash offer. Its reasons were flawed then and are flawed now, yet Vincor's Board continues to reject the only existing value-enhancing alternative for its shareholders," Sands continued. "The Vincor Board's response to Constellation is not based on performance but only on their expectations, their plans and prospects that only they can see."

Vincor's shareholders should be asking their Board and management these questions:

- **Where would Vincor shares be trading in the absence of the Constellation offer?** Prior to the announcement of the Constellation proposal, Vincor shares were trading in the low \$20s and heading lower. Its recent financial performance, including declining operating income, continues a long trend of being below market expectations.

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- **Why does Vincor continue to underperform?** Constellation agrees with Vincor's admission, in announcing its most recent results, that Vincor's profitability is not acceptable. The contribution of Vincor's smaller-scale international operations continues to be weak and sales in its core Canadian market grew by only six percent.
- **Has the Board found anyone willing to pay more for Vincor than Constellation's offer?** Constellation's offer of \$31 per share in cash, which offers full and fair value as well as the certainty of cash and an established closing date, remains the best and only alternative available to Vincor's shareholders.
- **Why has Vincor's Board excluded Constellation from its so-called value maximizing process -- especially after admitting that Constellation is the best bidder for Vincor's assets?** Vincor's Board has claimed to be pursuing alternatives to maximize shareholder value but has continuously refused to provide information to Constellation that could achieve that goal.

"The question Vincor shareholders should ask themselves is simply whether they choose to benefit from Constellation's immediate all-cash offer or accept the continued risk and uncertainty of the Board's promises," Sands said. "Throughout this process, Constellation has been clear, fair and accessible -- in stark contrast to Vincor. We believe that the entrenched position of Vincor's Board and management threatens their suppliers, customers, business partners, employees, and most especially, Vincor's shareholders."

As previously announced, Constellation commenced its cash takeover bid on Thursday, October 20, 2005, and the offer expires at 5:00 p.m. Toronto time on Monday, November 28, 2005, unless extended. Constellation's offer is not conditional on financing or the completion of due diligence but contains certain customary conditions, including the valid tender, and non-withdrawal, of at least 66-2/3% of Vincor's common shares and receipt of required regulatory consents and approvals.

Further information is available for Vincor shareholders by contacting the information agent for the offer, Innisfree M&A Incorporated toll-free at 1-877-825-8772 (English speakers) or 1-877-825-8777 (French speakers). (Banks and brokers may call collect at 212-750-5833).

#### **About Constellation**

Constellation Brands, Inc. is a leading international producer and marketer of beverage

alcohol brands with a broad portfolio across the wine, spirits and imported beer categories. Well-known brands in Constellation's portfolio include: Corona Extra, Corona Light, Pacifico, Modelo Especial, Negra Modelo, St. Pauli Girl, Tsingtao, Black Velvet, Fleischmann's, Mr. Boston, Paul Masson Grande Amber Brandy, Chi-Chi's, 99 Schnapps, Ridgemont Reserve 1792, Effen Vodka, Stowells, Blackthorn, Almaden, Arbor Mist, Vendange, Woodbridge by Robert Mondavi, Hardys, Nobilo, Alice White, Ruffino, Robert Mondavi Private Selection, Blackstone, Ravenswood, Estancia, Franciscan Oakville Estate, Simi and Robert Mondavi Winery brands. For additional information about Constellation Brands, as well as its product portfolio, visit the company's Web site at [www.cbrands.com](http://www.cbrands.com).

### **Forward Looking Statements**

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Constellation's control, that could cause actual results to differ materially from those set forth in, or implied by, such forward-looking statements. All statements other than statements of historical facts included in this press release are forward-looking statements. All forward-looking statements speak only as of the date of this press release. Constellation undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. There can be no assurance that any transaction between Constellation and Vincor will occur, or will occur on the timetable contemplated hereby. For additional information about risks and uncertainties that could adversely affect Constellation's forward-looking statements, please refer to Constellation's Annual Report on Form 10-K for the fiscal year ended February 28, 2005 and Constellation's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2005.

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