

As filed with the Securities and Exchange Commission on August 7, 2009

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CONSTELLATION BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

207 High Point Drive, Building 100, Victor, New
York

(Address of Principal Executive Offices)

16-0716709

(I.R.S. Employer
Identification No.)

14564

(Zip Code)

**CONSTELLATION BRANDS, INC. LONG-TERM STOCK INCENTIVE PLAN,
AMENDED AND RESTATED AS OF DECEMBER 6, 2007**

(Full title of the Plan)

Thomas J. Mullin, Esq.
Executive Vice President and General Counsel
Constellation Brands, Inc.
207 High Point Drive, Building 100,
Victor, New York 14564
(585) 678-7100

(Name, address, and telephone number, including area code, of agent for service)

Copy to:

Roger W. Byrd, Esq.
Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14604
(585) 263-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered (1)	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Class A Common Stock, par value \$.01 per share	14,000,000	\$13.6850 (3)	\$191,590,000.00	\$10,690.73
Class 1 Common Stock, par value \$.01 per share	10,000,000	\$10.4687 (4)	\$104,687,000.00	\$5,841.54
<i>Total</i>	<i>24,000,000</i>		<i>\$296,277,000.00</i>	<i>\$16,532.27</i>

(1) Pursuant to Rule 416(b) under the Securities Act of 1933, this registration statement covers such additional shares of Class A Common Stock and Class 1 Common Stock as may be issuable pursuant to anti-dilution provisions of the Plan.

- (2) Inserted solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1).
- (3) As instructed by Rule 457(h)(1) and estimated in accordance with Rule 457(c), based upon the average of the high and low prices for the Registrant's Class A Common Stock on the New York Stock Exchange reported as of August 3, 2009.
- (4) As instructed by Rule 457(h)(1), based upon the book value of the Registrant's Class 1 Common Stock as of the most recent practicable date prior to filing.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents which have been filed by Constellation Brands, Inc. (the "Registrant") with the Securities and Exchange Commission are incorporated herein by reference:

- Annual Report on Form 10-K for the fiscal year ended February 28, 2009 filed on April 29, 2009, Amendment No. 1 thereto on Form 10-K/A filed on May 29, 2009 and Amendment No. 2 thereto on Form 10-K/A filed on June 30, 2009;
- Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 2009 filed on July 10, 2009;
- Current Reports on Form 8-K filed on April 8, 2009 (Item 2.05 only); April 9, 2009 (except Item 7.01 and Exhibit 99.6); June 5, 2009 (Item 5.02 only); and July 24, 2009;
- The description of the Registrant's Class A Common Stock, par value \$.01 per share, contained in Item 1 of the Registrant's Registration Statement on Form 8-A filed on October 4, 1999.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Item 4. Description of Securities.

The description of the Registrant's Class 1 Common Stock, par value \$.01 per share, contained in Item 4 of the Registrant's Registration Statement on Form S-8 filed on February 13, 2008 is incorporated herein by reference.

Item 5. Interest of Named Experts and Counsel.

James A. Locke III, Esq. serves as a member of the Board of Directors of the Registrant. Mr. Locke is Senior Counsel to the law firm Nixon Peabody LLP, which firm has rendered an opinion regarding the legality of the securities offered by this Registration Statement. As a member of the Registrant's Board of Directors, Mr. Locke is eligible to receive awards under the Plan. Mr. Locke presently owns, and has options to acquire, securities of the Registrant.

Certain attorneys of Nixon Peabody LLP may also own shares of the Class A Common Stock of the Registrant. Class 1 Stock is convertible into Class A Stock. A copy of the opinion of Nixon Peabody LLP is attached hereto as Exhibit 5.

Item 6. Indemnification of Directors and Officers.

The General Corporation Law of Delaware (Section 102) allows a corporation to eliminate the personal liability of directors of a corporation to the corporation or to any of its stockholders for monetary damage for a breach of his/her fiduciary duty as a director, except in the case where the director breached his/her duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase or redemption in violation of Delaware corporate law or obtained an improper personal benefit. The Restated Certificate of Incorporation of the Registrant contains a provision which eliminates directors' personal liability as set forth above.

The General Corporation Law of Delaware (Section 145) gives Delaware corporations broad powers to indemnify their present and former directors and officers and those of affiliated corporations or other entities against expenses incurred in the defense of any lawsuit to which they are made parties by reason of being or having been such directors or officers, subject to specified conditions and exclusions; gives a director or officer who successfully defends an action the right to be so indemnified; authorizes the Registrant to advance expenses upon receipt of an undertaking by the person seeking indemnity to repay such amount if it is ultimately determined that such person is not entitled to indemnification; and authorizes the Registrant to buy directors' and officers' liability insurance. Such indemnification is not exclusive of any other right to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or otherwise.

The Registrant's amended Restated Certificate of Incorporation provides for indemnification to the fullest extent authorized by Section 145 of the General Corporation Law of Delaware for current and former directors and officers of the Registrant and also to persons who are or were serving at the request of the Registrant as directors, officers, employees or agents of other entities (including subsidiaries); provided that, with respect to proceedings initiated by such indemnitee, indemnification shall be provided only if such proceedings were authorized by the Board of Directors. The right of indemnification is not exclusive of any other right which any person may acquire under any statute, bylaw, agreement, contract, vote of stockholders or otherwise.

From time to time the Registrant has and will enter into agreements with underwriters for securities offerings which provide for indemnification of directors, officers and controlling persons of the Registrant for losses, claims, damages, or liabilities resulting from an untrue statement made in a registration statement in reliance upon and in conformity with written information furnished to the Registrant by or on behalf of such underwriters for inclusion in the registration statement.

The Registrant maintains directors' and officers' liability insurance and a corporate reimbursement policy insuring directors and officers against loss arising from claims made arising out of the performance of their duties.

Item 7. Exemption from Registration Claimed.

Not applicable

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
4.1	Restated Certificate of Incorporation of the Company	Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2007 and incorporated herein by reference*
4.2	Certificate of Amendment of the Certificate of Incorporation of the Company	Filed Herewith
4.3	Amended and Restated By-Laws of the Company	Filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2007 and incorporated herein by reference*
5	Opinion of Nixon Peabody LLP	Filed Herewith
10.1	Constellation Brands, Inc. Long-Term Stock Incentive Plan, amended and restated as of December 6, 2007	Filed as Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2007 and incorporated herein by reference*
10.2	First Amendment to Constellation Brands, Inc. Long-Term Stock Incentive Plan	Filed as Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 24, 2009 and incorporated herein by reference*
23.1	Consent of Nixon Peabody LLP	Contained in opinion filed as Exhibit 5 to this Registration Statement

23.2	Consent of KPMG LLP with respect to its reports regarding the consolidated financial statements of Constellation Brands, Inc. and the effectiveness of Constellation Brands, Inc.'s internal control over financial reporting	Filed Herewith
23.3	Consent of PricewaterhouseCoopers LLP with respect to its report regarding the financial statements of Crown Imports LLC	Filed Herewith
23.4	Consent of KPMG LLP with respect to its report regarding the consolidated financial statements of Matthew Clark (Holdings) Limited	Filed Herewith
23.5	Consent of KPMG S.p.A. with respect to its report regarding the consolidated financial statements of Ruffino S.r.l.	Filed Herewith
24	Power of Attorney	Included on the signature page to this Registration Statement

* The Registrant's Commission File No. is 001-08495.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 of the Registration Statement, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Victor, State of New York, on the 7th day of August, 2009.

CONSTELLATION BRANDS, INC.

By: /s/ Robert Sands
Robert Sands
President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Richard Sands and Robert Sands, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to the Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>/s/ Robert Sands</u> Robert Sands	President and Chief Executive Officer and Director (principal executive officer)	August 7, 2009
<u>/s/ Robert Ryder</u> Robert Ryder	Executive Vice President and Chief Financial Officer (principal financial officer and principal accounting officer)	August 7, 2009
<u>/s/ Barry A. Fromberg</u> Barry A. Fromberg	Director	August 7, 2009
<u>/s/ Jeananne K. Hauswald</u> Jeananne K. Hauswald	Director	August 7, 2009
<u>/s/ James A. Locke III</u> James A. Locke III	Director	August 7, 2009
<u>/s/ Peter M. Perez</u> Peter M. Perez	Director	August 7, 2009
<u>/s/ Richard Sands</u> Richard Sands	Director	August 7, 2009
<u>/s/ Paul L. Smith</u> Paul L. Smith	Director	August 7, 2009
<u>/s/ Peter H. Soderberg</u> Peter H. Soderberg	Director	August 7, 2009
<u>/s/ Mark Zupan</u> Mark Zupan	Director	August 7, 2009

EXHIBIT INDEX

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* The Registrant's Commission File No. is 001-08495.

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
CONSTELLATION BRANDS, INC.

Under Section 242 of the Delaware General Corporation Law

Pursuant to the provisions of Section 242 of the Delaware General Corporation Law, the undersigned, being an authorized person of the Corporation, hereby certifies and sets forth as follows:

1. The name of the Corporation is Constellation Brands, Inc. (the "Company").
2. The name under which the Company was originally incorporated is Canandaigua Wine Company, Inc. and the date of filing of the original certificate of incorporation of the Company with the Secretary of State of the State of Delaware is December 4, 1972.
3. Pursuant to Section 242 of the Delaware General Corporation Law, the certificate of incorporation of the Company is hereby amended to increase the number of authorized shares of the Class A Common Stock of the Company from 315,000,000 shares to 322,000,000 shares and to increase the number of authorized shares of the Class 1 Common Stock of the Company from 15,000,000 shares to 25,000,000 shares, thereby increasing the total number of shares of stock which the Company has authority to issue from 361,000,000 shares to 378,000,000 shares. To effect this amendment, Article 4 of the restated certificate of incorporation is hereby amended to read in its entirety as follows:
 - "4. Capitalization: General Authorization. The total number of shares of stock which the Corporation shall have authority to issue is Three Hundred Seventy-Eight Million (378,000,000) consisting of:
 - (a) Class A Common. Three Hundred Twenty-Two Million (322,000,000) shares designated as Class A Common Stock, having a par value of One Cent (\$.01) per share (the "Class A Common");
 - (b) Class B Common. Thirty Million (30,000,000) shares designated as Class B Common Stock, having a par value of One Cent (\$.01) per share (the "Class B Common");
 - (c) Class 1 Common. Twenty-Five Million (25,000,000) shares designated as Class 1 Common Stock, having a par value of One Cent (\$.01) per share (the "Class 1 Common"); and
 - (d) Preferred Stock. One Million (1,000,000) shares designated as Preferred Stock, having a par value of One Cent (\$.01) per share (the "Preferred Stock")."
4. The foregoing amendment has been duly adopted by the stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of the 23rd day of July, 2009.

/s/ _____ **Robert**
Sands
Robert Sands, President and Chief Executive Officer

[LOGO]
NIXON PEABODY LLP
ATTORNEYS AT LAW

Clinton Square
1100 Clinton Square
Rochester, New York 14604-1792
(585) 263-1000
Fax: (585) 263-1600

August 7, 2009

Constellation Brands, Inc.
207 High Point Drive, Building 100
Victor, New York 14564

Ladies and Gentlemen:

We have acted as counsel to Constellation Brands, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company on August 7, 2009 with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), for the purpose of registering with the Commission the offer, issuance and sale of up to 14,000,000 shares of the Class A Common Stock of the Company, par value \$.01 per share ("Class A Stock"), and 10,000,000 shares of the Class 1 Common Stock of the Company, par value \$.01 per share ("Class 1 Stock"), in each case issuable pursuant to the Constellation Brands, Inc. Long-Term Stock Incentive Plan, Amended and Restated as of December 6, 2007 (as amended, the "Plan"). The 14,000,000 shares of Class A Stock and the 10,000,000 shares of Class 1 Stock being registered on the Registration Statement are collectively referred to herein as the "Shares".

This opinion is being delivered to you in connection with the Registration Statement.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of all such records of the Company and all such agreements, certificates of officers or other representatives of the Company, and such other documents, certificates and corporate or other records as we have deemed necessary or appropriate as a basis for the opinions set forth herein, including (i) the Certificate of Incorporation of the Company, as amended to the date hereof, (ii) the By-Laws of the Company, as amended to the date hereof, (iii) the Plan, and (iv) certain resolutions of the Board of Directors of the Company relating to the Plan.

As to questions of fact material to our opinion expressed herein, we have, when relevant facts were not independently established, relied upon certificates of, and information received from, the Company and/or representatives of the Company. We have made no independent investigation of the facts stated in such certificates or as to any information received from the Company and/or representatives of the Company and do not opine as to the accuracy of such factual matters. In rendering our opinion, we have assumed that at the time of the issuance of the Shares, the issuance of the Shares will not cause the number of then issued shares of Class A Stock or Class 1 Stock to exceed the number of then authorized shares of Class A Stock or Class 1 Stock, respectively.

Members of our firm involved in the preparation of this opinion are licensed to practice law in the State of New York and we do not purport to be experts on, or to express any opinion herein concerning, the laws of any jurisdiction other than the laws of the State of New York and the General Corporation Law of the State of Delaware.

Based upon and subject to the foregoing, and the other qualifications and limitations contained herein, and after (a) the Registration Statement has become effective under the Act and assuming that such effectiveness remains in effect throughout the period during which the Shares are offered, issued and sold pursuant to the Plan, (b) the Shares issued pursuant to the Plan have, if required, been duly qualified or registered, as the case may be, for offer, issuance and sale under applicable state securities laws and all applicable securities laws are complied with, (c) all necessary action by the Board of Directors or Human Resources Committee of the Board of Directors of the Company has been taken to duly authorize the offer, issuance and sale of the Shares issued pursuant to the Plan, and (d) the Shares issued pursuant to the Plan have been delivered pursuant to and in accordance with the terms of the Plan and related agreements and instruments, we are of the opinion that the Shares issued pursuant to the Plan will be duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

This opinion is intended solely for your benefit in connection with the transactions described above and, except as provided in the immediately preceding paragraph, may not be otherwise communicated to, reproduced, filed publicly or relied upon by, any other person or entity for any other purpose without our express prior written consent. This opinion is limited to the matters stated herein, and no opinion or belief is implied or may be inferred beyond the matters expressly stated herein. The opinions expressed herein are rendered as of the date hereof, and we disclaim any undertaking to advise you of changes in law or fact which may affect the continued correctness of any of our opinions as of a later date.

We wish to advise you that James A. Locke III, a Senior Counsel to this firm, is a member of the Company's Board of Directors. As a member of the Registrant's Board of Directors, Mr. Locke is eligible to receive awards under the Plan. Mr. Locke presently owns, and has

options to acquire, securities of the Company. Other attorneys with Nixon Peabody LLP may own securities of the Company.

Very truly yours,

/s/ Nixon Peabody LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Constellation Brands, Inc.:

We consent to the use of our reports dated April 29, 2009, with respect to the consolidated balance sheets of Constellation Brands, Inc. and subsidiaries as of February 28, 2009 and February 29, 2008, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended February 28, 2009, and the effectiveness of internal control over financial reporting as of February 28, 2009, incorporated herein by reference.

Our report on the consolidated financial statements refers to the Company's adoption of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109*, effective March 1, 2007 and the adoption of Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*, effective March 1, 2006.

Our report dated April 29, 2009, on the effectiveness of internal control over financial reporting as of February 28, 2009, expresses our opinion that Constellation Brands, Inc. did not maintain effective internal control over financial reporting as of February 28, 2009 because of the effect of a material weakness on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states that a material weakness related to the Company's reconciliation and review of inventory accounts at its Australian subsidiary has been identified and included in management's assessment as of February 28, 2009.

/s/ KPMG LLP

Rochester, New York
August 7, 2009

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Constellation Brands, Inc. of our report dated February 24, 2009 relating to the financial statements of Crown Imports LLC, which appears in Constellation Brands, Inc.'s Annual Report on Form 10-K for the year ended February 28, 2009.

/s/ PricewaterhouseCoopers LLP

Chicago, Illinois

August 7, 2009

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Matthew Clark (Holdings) Limited:

We consent to the use of our report dated May 28, 2009, with respect to the consolidated balance sheet of Matthew Clark (Holdings) Limited as of February 28, 2009 and the related consolidated profit and loss account, consolidated cash flow statement, and consolidated reconciliation of movements in shareholders' funds for the year then ended, incorporated herein by reference.

Our report dated May 28, 2009 includes an explanatory paragraph that states that accounting principles generally accepted in the United Kingdom vary in certain significant respects from U.S. generally accepted accounting principles. Information relating to the nature and effect of such differences is presented in notes 28 and 29 to the consolidated financial statements.

/s/ KPMG LLP

Bristol, United Kingdom
August 7, 2009

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Ruffino S.r.l.:

We consent to the use of our report dated June 26, 2009, with respect to the consolidated balance sheet of Ruffino S.r.l. as of December 31, 2008 and the related consolidated statement of operations and consolidated statement of cash flows for the year then ended, incorporated herein by reference.

Our report dated June 26, 2009 includes an explanatory paragraph that states that accounting principles generally accepted in Italy vary in certain significant respects from U.S. generally accepted accounting principles. Information relating to the nature and effect of such differences is presented in note 18 to the consolidated financial statements.

/s/ KPMG S.p.A.

Milan, Italy
August 7, 2009