

**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 20, 2014

**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))
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**Item 7.01. Regulation FD Disclosure.**

On October 20, 2014, 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 that it has priced the public offering of \$800 million aggregate principal amount of Senior Notes, consisting of \$400 million of 3.875% Senior Notes due 2019 and \$400 million of 4.750% Senior Notes due 2024.

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 8.01. Other Events.**

On October 20, 2014, Constellation announced that it gave notice for full redemption of all of its outstanding 8 3/8% Senior Notes due 2014 (the “Notes”) to be effected on November 26, 2014 (the “Redemption Date”). As of October 20, 2014, there were \$500 million in aggregate principal amount of Notes outstanding.

The redemption price for the Notes, payable in cash, will be calculated pursuant to the formula set forth in the supplemental indenture relating to the Notes.

A copy of the news release with respect to this announcement is attached hereto as Exhibit 99.2, and is incorporated herein by reference.

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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) Exhibits.

The following exhibits are filed or furnished, as appropriate, as part of this Current Report on Form 8-K:

Exhibit No. Description

|      |  |
|------|--|
| 99.1 | News Release of Constellation Brands, Inc. dated October 20, 2014 regarding pricing of a public offering of senior notes.    |
| 99.2 | News Release of Constellation Brands, Inc. dated October 20, 2014 regarding full redemption of 8 3/8% Senior Notes due 2014. |

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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: October 21, 2014

CONSTELLATION BRANDS, INC.

By: /s/ Robert Ryder  
Robert Ryder  
Executive Vice President and  
Chief Financial Officer

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## INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| (1)                | UNDERWRITING AGREEMENT<br><br>Not Applicable.   |
| (2)                | PLAN OF ACQUISITION, REORGANIZATION, ARRANGEMENT, LIQUIDATION OR SUCCESSION<br><br>Not Applicable.  |
| (3)                | ARTICLES OF INCORPORATION AND BYLAWS<br><br>Not Applicable.   |
| (4)                | INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES<br><br>Not Applicable.  |
| (7)                | CORRESPONDENCE FROM AN INDEPENDENT ACCOUNTANT REGARDING NON-RELIANCE ON A PREVIOUSLY ISSUED AUDIT REPORT OR COMPLETED INTERIM REVIEW<br><br>Not Applicable. |
| (14)               | CODE OF ETHICS<br><br>Not Applicable.   |
| (16)               | LETTER RE CHANGE IN CERTIFYING ACCOUNTANT<br><br>Not Applicable.  |
| (17)               | CORRESPONDENCE ON DEPARTURE OF DIRECTOR<br><br>Not Applicable.  |
| (20)               | OTHER DOCUMENTS OR STATEMENTS TO SECURITY HOLDERS<br><br>Not Applicable.  |
| (23)               | CONSENTS OF EXPERTS AND COUNSEL<br><br>Not Applicable.  |
| (24)               | POWER OF ATTORNEY<br><br>Not Applicable.  |
| (99)               | ADDITIONAL EXHIBITS   |
| (99.1)             | News Release of Constellation Brands, Inc. dated October 20, 2014 regarding pricing of a public offering of senior notes.                                   |
| (99.2)             | News Release of Constellation Brands, Inc. dated October 20, 2014 regarding full redemption of 8 3/8% Senior Notes due 2014.                                |
| (100)              | XBRL-RELATED DOCUMENTS<br><br>Not Applicable.   |

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(101) INTERACTIVE DATA FILE

Not Applicable.

**NEWS RELEASE****CONTACTS****Media**

Cheryl Gossin: 585-678-7191

Amy Martin: 585-678-7141

**Investor Relations**

Patty Yahn-Urlaub: 585-678-7483

Bob Czudak: 585-678-7170

**Constellation Brands Prices Offering of Senior Notes**

**VICTOR, N.Y., OCT. 20, 2014** – Constellation Brands, Inc. (NYSE: STZ and STZ.B), a leading beverage alcohol company, announced today that it priced the public offering of \$800 million aggregate principal amount of Senior Notes, consisting of \$400 million of 3.875% Senior Notes due 2019 and \$400 million of 4.750% Senior Notes due 2024 (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.

Closing of the offering is expected to occur on November 3, 2014. Constellation intends to use the net proceeds from the offering to redeem prior to maturity its 8 3/8% Senior Notes due 2014 in the aggregate principal amount of \$500 million and for general corporate purposes.

Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Rabo Securities USA, Inc., Wells Fargo Securities, LLC, and SunTrust Robinson Humphrey, Inc. are acting as the joint book-running managers of the offering, and Merrill Lynch, Pierce, Fenner & Smith Incorporated is acting as the representative of the underwriters. The notes are being offered only by means of a prospectus, including a prospectus supplement, copies of which may be obtained by calling toll-free (800) 294-1322 or emailing [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com). 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 sold in any state or jurisdiction in which such an offer, solicitation, or sale would be unlawful.

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**About Constellation Brands**

Constellation Brands is a leading international producer and marketer of beer, wine and spirits with operations in the U.S., Canada, Mexico, New Zealand and Italy. 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., Canada and New Zealand. Constellation's wine portfolio is complemented by select premium spirits brands. Constellation's brand portfolio includes Corona Extra, Corona Light, Modelo Especial, Negra Modelo, Pacifico, Robert Mondavi, Clos du Bois, Kim Crawford, Rex Goliath, Mark West, Franciscan Estate, Ruffino, Jackson-Triggs, SVEDKA Vodka and Black Velvet Canadian Whisky.

**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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**Constellation Brands Announces Full Redemption of  
8 3/8% Senior Notes Due 2014**

**VICTOR, N.Y., OCT. 20, 2014** – Constellation Brands, Inc. (NYSE: STZ and STZ.B) announced today that it has given notice for full redemption of all of its outstanding 8 3/8% Senior Notes due 2014 (CUSIP Number: 21036P AG3) (the “Notes”) to be effected on November 26, 2014 (the “Redemption Date”). As of October 20, 2014, there were \$500 million in aggregate principal amount of the Notes outstanding.

The redemption price for the Notes, payable in cash, will be calculated pursuant to the formula set forth in the supplemental indenture relating to the Notes.

**About Constellation Brands**

Constellation Brands is a leading international producer and marketer of beer, wine and spirits with operations in the U.S., Canada, Mexico, New Zealand and Italy. 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., Canada and New Zealand. Constellation’s wine portfolio is complemented by select premium spirits brands. Constellation’s brand portfolio includes Corona Extra, Corona Light, Modelo Especial, Negra Modelo, Pacifico, Robert Mondavi, Clos du Bois, Kim Crawford, Rex Goliath, Mark West, Franciscan Estate, Ruffino, Jackson-Triggs, SVEDKA Vodka and Black Velvet Canadian Whisky.

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