

**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) January 29, 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 7.01 Regulation FD Disclosure.

On January 29, 2018, Constellation Brands, Inc. (“Constellation”) issued a news release announcing that it has priced a public offering of \$1.9 billion aggregate principal amount of Senior Notes, consisting of \$600.0 million of 3.200% Senior Notes due 2023, \$700.0 million of 3.600% Senior Notes due 2028 and \$600.0 million of 4.100% Senior Notes due 2048. Also on January 29, 2018, Constellation issued a news release announcing the full redemption of its 6.000% Senior Notes due 2022. A copy of each of these releases is furnished herewith as Exhibit 99.1 and Exhibit 99.2, respectively, and each is incorporated herein by reference.

The information in the news releases attached as Exhibit 99.1 and Exhibit 99.2 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, 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 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are 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 January 29, 2018 regarding pricing of a public offering of senior notes.
99.2	News Release of Constellation Brands, Inc. dated January 29, 2018 regarding full redemption of 6.000% Senior Notes due 2022.

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
(99)	ADDITIONAL EXHIBITS
(99.1)	News Release of Constellation Brands, Inc. dated January 29, 2018 regarding pricing of a public offering of senior notes.
(99.2)	News Release of Constellation Brands, Inc. dated January 29, 2018 regarding full redemption of 6.000% Senior Notes due 2022.

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: January 29, 2018

CONSTELLATION BRANDS, INC.

By: /s/ David Klein

David Klein
Executive Vice President and
Chief Financial Officer



NEWS RELEASE

CONTACTS:

Media

Mike McGrew: 773-251-4934

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., Jan. 29, 2018 – Constellation Brands, Inc. (NYSE: STZ and STZ.B), a leading beverage alcohol company, announced today that it priced the public offering of \$1.9 billion aggregate principal amount of Senior Notes, consisting of (i) \$600.0 million of 3.200% Senior Notes due 2023 (the “2023 notes”) for a public offering price of 99.907% of the principal amount of the 2023 notes; (ii) \$700.0 million of 3.600% Senior Notes due 2028 (the “2028 notes”) for a public offering price of 99.807% of the principal amount of the 2028 notes; and (iii) \$600.0 million of 4.100% Senior Notes due 2048 (the “2048 notes”) for a public offering price of 99.656% 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.

Closing of the offering is expected to occur on February 7, 2018. Constellation intends to use the net proceeds from the offering to redeem prior to maturity its outstanding 6.000% Senior Notes due 2022 in the aggregate principal amount of \$600.0 million and for general corporate purposes.

Merrill Lynch, Pierce, Fenner & Smith Incorporated 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, 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 sold in any state or jurisdiction in which such an offer, solicitation, or sale would be unlawful.

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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Constellation Brands Announces Full Redemption of 6.000% Senior Notes Due 2022

VICTOR, N.Y., Jan. 29, 2018 – Constellation Brands, Inc. (NYSE: STZ and STZ.B), a leading beverage alcohol company, announced today that it has given notice for full redemption prior to maturity of all of its outstanding 6.000% Senior Notes due 2022 (CUSIP Number: 21036PAH1) (the “notes”) to be effected on February 28, 2018 (the “redemption date”). As of January 29, 2018, there were \$600.0 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, and will include a make-whole premium of approximately \$74.4 million which will be recorded as loss on extinguishment of debt for the fourth quarter of fiscal 2018. This expense is expected to reduce fiscal 2018 reported basis diluted earnings per share by approximately \$0.26 and will be excluded from comparable basis diluted earnings per share.

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