

**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) February 12, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 12, 2018, the Board of Directors of Constellation Brands, Inc. (“Constellation” or the “Company”) determined that effective February 12, 2018, William A. Newlands will become President of the Company, while continuing to serve as the Chief Operating Officer of the Company. Mr. Robert Sands, who was President and Chief Executive Officer of the Company, will retain the office of Chief Executive Officer.

Mr. Newlands, age 59, has been an Executive Vice President of the Company since he joined in January 2015. Since January 2017 he has performed the role of Chief Operating Officer of the Company. From January 2016 through January 2017 he performed the role of President, Wine & Spirits Division, and from January 2015 through January 2016 he performed the role of Chief Growth Officer. Mr. Newlands served from October 2011 until August 2014 as Senior Vice President and President, North America of Beam Inc., as Senior Vice President and President, North America of Beam Global Spirits & Wine, Inc. from December 2010 to October 2011 and as Senior Vice President and President, USA of Beam Global Spirits & Wine, Inc. from February 2008 to December 2010. Beam Inc., a producer and seller of branded distilled spirits products, merged with a subsidiary of Suntory Holding Limited, a Japanese company, in 2014. Prior to October 2011, Beam Global Spirits & Wine, Inc. was the spirits operating segment of Fortune Brands, Inc., which was a leading consumer products company that made and sold branded consumer products worldwide in the distilled spirits, home and security, and golf markets.

As of March 5, 2018, Mr. Newlands’s annual base salary will be \$850,000. The existing employment agreement between the Company and Mr. Newlands is not being amended in connection with this change. Mr. Newlands’s employment agreement was filed as Exhibit 10.57 to the Company’s Annual Report on Form 10-K for the fiscal year ended February 28, 2015 and is incorporated herein by reference.

There are no understandings or arrangements between Mr. Newlands and any other person pursuant to which Mr. Newlands was selected to serve as President, other than his employment relationship set forth above. Mr. Newlands does not have any relationships requiring disclosure under Item 401(d) of Regulation S-K or any interests requiring disclosure under Item 404(a) of Regulation S-K.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 12, 2018, the Board of Directors of the Company approved Amendment No. 2 to the Company’s Amended and Restated By-Laws (the “Amendment”). The Amendment, which was effective February 12, 2018, clarifies certain officer roles.

The foregoing summary of the Amendment is qualified in its entirety by the Amendment filed herewith as Exhibit 3.1 and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On February 14, 2018, Constellation issued a news release, a copy of which release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference, announcing a change in the Company’s senior management personnel.

References to Constellation’s website and/or other social media sites or platforms in the release do not incorporate by reference the information on such websites, social media sites or platforms into this Current Report on Form 8-K, and Constellation disclaims any such incorporation 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 exhibits are filed or furnished, as appropriate, as part of this Current Report on Form 8-K:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 3.1 | Amendment No. 2 to Amended and Restated By-Laws of Constellation Brands, Inc. |
| 99.1 | News Release of Constellation Brands, Inc. dated February 14, 2018. |

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| (3) | ARTICLES OF INCORPORATION AND BYLAWS |
| (3.1) | <u>Amendment No. 2 to Amended and Restated By-Laws of Constellation Brands, Inc.</u> |
| (10) | MATERIAL CONTRACTS |
| (10.1) | <u>Executive Employment Agreement made as of January 26, 2015, between Constellation Brands, Inc. and William A. Newlands (filed as Exhibit 10.57 to the Company’s Annual Report on Form 10-K for the fiscal year ended February 28, 2015 and incorporated herein by reference).</u> |
| (99) | ADDITIONAL EXHIBITS |
| (99.1) | <u>News Release of Constellation Brands, Inc. dated February 14, 2018.</u> |

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: February 14, 2018

CONSTELLATION BRANDS, INC.

By: /s/ David Klein

David Klein
Executive Vice President and
Chief Financial Officer

AMENDMENT NO. 2
TO
AMENDED AND RESTATED BY-LAWS
OF
CONSTELLATION BRANDS, INC.

Sections 4.3 and 4.4 of Article IV of the Amended and Restated By-Laws of Constellation Brands, Inc. are hereby amended by deleting such Sections in their entirety and inserting the following in lieu thereof:

SECTION 4.3 Chief Executive Officer. The Chief Executive Officer shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation, unless otherwise provided by the Board of Directors. He shall preside at meetings of the stockholders and of the Board of Directors under the circumstances described in Section 1.7 or 2.7, respectively, and shall see that orders and resolutions of the Board of Directors are carried into effect. He shall have general powers of supervision and shall be the final arbiter of all differences among officers of the Corporation and his decision as to any matter affecting the Corporation shall be final and binding as between the officers of the Corporation subject only to the Board of Directors.

SECTION 4.4 President. The President shall have responsibility for the active management of the business of the Corporation, and, in the instance that the offices of President and Chief Executive Officer are not held by the same person, shall be under the general supervision of the Chief Executive Officer. In general, he shall perform all duties incident to the office of President, and such other duties as the Chief Executive Officer or the Board of Directors may from time to time prescribe. The President shall preside at meetings of the stockholders and of the Board of Directors under the circumstances described in Section 1.7 or 2.7, respectively.

Effective as of February 12, 2018



Constellation Brands

PRESS *release*

VISIT US |



Bill Newlands Named Constellation Brands President and COO; Rob Sands Remains CEO

VICTOR, N.Y., Feb. 14, 2018 – Constellation Brands, Inc. (NYSE: STZ and STZ.B), a leading beverage alcohol company, today announced that Bill Newlands has been promoted to president and chief operating officer (COO). Rob Sands, who previously held the title of president and chief executive officer (CEO), will continue to serve as the company’s CEO.

“Bill is a dynamic leader who has demonstrated an ability to advance our strategic priorities and strengthen our innovation capabilities in ways that further bolster our position as a leading total beverage alcohol company,” said Sands. “I look forward to working with Bill to ensure our company continues to deliver long-term, sustainable growth that outpaces the market and competition.”

In his expanded role, Newlands will have oversight and accountability for all operating aspects of the company and ultimately advancing Constellation Brands’ position as an industry leader.

“Constellation Brands’ success story is over 70 years in the making and I believe the best is yet to come,” said Newlands. “I’m honored to work with our Executive Chairman Richard Sands, CEO Rob Sands and our executive team to continue building on our success as we move forward.”

Newlands has more than 30 years of experience in the beverage alcohol industry. He joined Constellation Brands in 2015 as EVP, chief growth officer. In 2016, his role expanded to include leadership of the company’s Wine & Spirits Division, and in 2017 he became the company’s COO. Newlands previously served as president, North America at Beam, Inc. Under his leadership, Beam became one of the fastest-growing companies in its category.

Previous appointments include president, Beam Spirits U.S. (2008-2010); president, Beam Wine Estates (2005-2007); president and CEO, Allied Domecq Wines USA (2002-2005); CEO and board director, wine.com (1999-2001); managing director, U.S. and global marketing officer, LVMH Chandon Estates (1996-1999).



About Constellation Brands

Constellation Brands (NYSE: STZ and STZ.B), a Fortune 500® company, 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 No. 3 beer company in the U.S. with high-end, iconic imported brands such as Corona Extra, Corona Light, Modelo Especial, Modelo Negra and Pacifico. The company's beer portfolio also includes Ballast Point, one of the most awarded craft brewers in the U.S. In addition, Constellation is the world leader in premium wine, selling great brands that people love, including Robert Mondavi, Clos du Bois, Kim Crawford, Meiomi, Mark West, Franciscan Estate, Ruffino and The Prisoner. The company's premium spirits brands include SVEDKA Vodka, Casa Noble Tequila and High West Whiskey.

Based in Victor, N.Y., the company believes that industry leadership involves a commitment to brand building, our trade partners, the environment, our investors and to consumers around the world who choose our products when celebrating big moments or enjoying quiet ones. Founded in 1945, Constellation has grown to become a significant player in the beverage alcohol industry with more than 100 brands in its portfolio; about 40 wineries, breweries and distilleries; and approximately 10,000 talented employees. We express our company vision: *to elevate life with every glass raised.*

To learn more, follow us on Twitter @cbrands and visit www.cbrands.com.

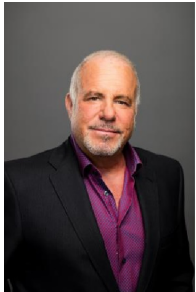
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INVESTOR RELATIONS CONTACTS

Patty Yahn-Urlaub 585-678-7483 | Bob Czudak 585-678-7170

Rob Sands



Chief Executive Officer

Bill Newlands



President and Chief Operating Officer