

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) July 20, 2021

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Class A Common Stock	STZ	New York Stock Exchange
Class B Common Stock	STZ.B	New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders.

(a) The Annual Meeting of Stockholders (the “Annual Meeting”) of Constellation Brands, Inc. was held on July 20, 2021.

(b) At the Annual Meeting, the stockholders of the Company elected Christy Clark, Jennifer M. Daniels, Nicholas I. Fink, Jerry Fowden, Ernesto M. Hernandez, Susan Somersille Johnson, James A. Locke III, Jose Manuel Madero Garza, Daniel J. McCarthy, William A. Newlands, Richard Sands, Robert Sands, and Judy A. Schmeling as directors of the Company to serve until the next annual meeting of stockholders and until their respective successors are elected and qualified. The other matters considered at the Annual Meeting were a proposal to ratify the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending February 28, 2022; a proposal to approve, by an advisory vote, the compensation of the Company’s named executive officers as disclosed in the Company’s definitive proxy statement dated May 26, 2021 and filed with the Securities and Exchange Commission on June 3, 2021 (the “Proxy Statement”); and a shareholder proposal regarding board and top management diversity. The final results of voting on each of the matters submitted to a vote of stockholders are as follows:

1. Election of Directors.

At the Annual Meeting, the holders of the Class A Common Stock (the “Class A Stock”), voting as a separate class, elected the Company’s slate of director nominees designated to be elected by the holders of the Class A Stock, and the holders of the Class A Stock and the holders of the Company’s Class B Common Stock (the “Class B Stock”), voting together as a single class with holders of Class A Stock having one (1) vote per share and holders of Class B Stock having ten (10) votes per share, elected the Company’s slate of director nominees designated to be elected by the holders of the Class A Stock and the Class B Stock. The thirteen directors described above were elected by a plurality of the votes cast as set forth below:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
<u>Directors Elected by the Holders of Class A Stock (voting as a separate class)</u>			
Christy Clark	134,753,225	2,005,301	15,664,757
Jerry Fowden	76,413,208	60,345,318	15,664,757
Ernesto M. Hernandez	134,365,311	2,393,215	15,664,757
Susan Somersille Johnson	133,594,554	3,163,972	15,664,757
<u>Directors Elected by the Holders of Class A Stock and Class B Stock (voting together as a single class)</u>			
Jennifer M. Daniels	362,985,428	2,546,848	18,184,677
Nicholas I. Fink	364,152,451	1,379,825	18,184,677
James A. Locke III	283,159,224	82,373,052	18,184,677
Jose Manuel Madero Garza	362,972,992	2,559,284	18,184,677
Daniel J. McCarthy	362,962,829	2,569,447	18,184,677
William A. Newlands	359,656,463	5,875,813	18,184,677
Richard Sands	356,130,106	9,402,170	18,184,677
Robert Sands	353,618,646	11,913,630	18,184,677
Judy A. Schmeling	306,671,701	58,860,575	18,184,677

2. Ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending February 28, 2022.

At the Annual Meeting, the holders of Class A Stock and the holders of Class B Stock, voting together as a single class with holders of Class A Stock having one (1) vote per share and holders of Class B Stock having ten (10) votes per share, ratified the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending February 28, 2022, as set forth below:

Votes For:	382,108,503
Votes Against:	1,544,045
Abstentions:	64,405
Broker Non-Votes:	—

3. Proposal to approve, by an advisory vote, the compensation of the Company's named executive officers as disclosed in the Proxy Statement

At the Annual Meeting, the holders of Class A Stock and the holders of Class B Stock, voting together as a single class with holders of Class A Stock having one (1) vote per share and holders of Class B Stock having ten (10) votes per share, approved, on an advisory basis, the compensation of the named executive officers as disclosed in the Proxy Statement, as set forth below:

Votes For:	347,275,042
Votes Against:	17,990,426
Abstentions:	266,808
Broker Non-Votes:	18,184,677

4. Shareholder proposal regarding board and top management diversity

At the Annual Meeting, the holders of Class A Stock and the holders of Class B Stock, voting together as a single class with holders of Class A Stock having one (1) vote per share and holders of Class B Stock having ten (10) votes per share, did not approve the shareholder proposal regarding Board and top management diversity, as set forth below:

Votes For:	44,176,595
Votes Against:	316,456,528
Abstentions:	4,899,153
Broker Non-Votes:	18,184,677

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: July 23, 2021

CONSTELLATION BRANDS, INC.

By: /s/ Garth Hankinson
Garth Hankinson
Executive Vice President and
Chief Financial Officer