

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) May 20, 2026

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.)

50 East Broad Street, Rochester, NY 14614
(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:

Title of Each Class
Class A Common Stock

Trading Symbol(s)
STZ

Name of Each Exchange on Which Registered
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 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 20, 2026, the Board of Directors (the “Board”) of Constellation Brands, Inc. (“Constellation” or the “Company”), was expanded from eleven (11) to twelve (12) members. On that date, the Board filled the additional Board seat by electing E. Morgan Flatley to serve as a member of the Board effective immediately.

Ms. Flatley, age 52, has served as Executive Vice President, Global Chief Marketing Officer and New Business Ventures of McDonald’s Corporation (NYSE: MCD) (“McDonald’s”), the world’s leading global foodservice retailer, since February 2023. In this role, she is responsible for global brand-building at McDonald’s, including driving the company’s growth and transformation across marketing, menu, value platforms, digital customer engagement, insights, and new business ventures. She previously served as Senior Vice President, Global Chief Marketing Officer from November 2021 to January 2023 and as Senior Vice President, Chief Marketing and Digital Customer Experience Officer from May 2017 to November 2021. From 2004 to April 2017, she held several positions with PepsiCo Inc., a multinational food, snack, and beverage company, most recently as its Senior Vice President and Chief Marketing Officer, Global Nutrition. Ms. Flatley has not served as a director of any public company during the past five years. Ms. Flatley brings to the Board proven executive leadership experience, deep food and beverage industry expertise, and experience in marketing, creativity, and advertising as well as business growth through revenue growth management, strategy, digital transformation and engagement, and customer insights and loyalty.

The Board has affirmatively determined that Ms. Flatley is an independent director under applicable New York Stock Exchange requirements. As a non-management member, Ms. Flatley will receive the compensation paid to non-management directors for service on the Board and its committees. However, as her service will commence outside the annual meeting timeframe, the amount of her annual cash retainers, and the number of shares subject to her annual restricted stock unit awards, will be prorated from the date her service commences to the scheduled date of the Company’s next annual meeting of stockholders at which directors are elected. A description of the non-management director compensation program, as of July 15, 2025, filed as Exhibit 10.3 to the Form 8-K filed on October 7, 2025, is incorporated herein by reference. Ms. Flatley’s committee appointments will be determined at a subsequent date.

There are no arrangements or understandings between Ms. Flatley and any other person pursuant to which she was selected as a director, and there have been no transactions since the beginning of the Company’s last fiscal year, nor are there any currently proposed transactions, regarding Ms. Flatley that are required to be disclosed by Item 404(a) of Regulation S-K.

Item 7.01 **Regulation FD Disclosure.**

On May 21, 2026, Constellation issued a news release (the “release”) announcing the election of Ms. Flatley to serve as a member of the Board, effective May 20, 2026. A copy of the release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

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 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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release of Constellation Brands, Inc. dated May 21, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: May 21, 2026

CONSTELLATION BRANDS, INC.

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



CONSTELLATION BRANDS ANNOUNCES ELECTION OF MORGAN FLATLEY AS NEW INDEPENDENT DIRECTOR

Rochester, N.Y. May 21, 2026 – Constellation Brands, Inc. (NYSE: STZ), a leading beverage alcohol company, today announced the election of Morgan Flatley of McDonald's Corporation (NYSE: MCD), the world's leading global foodservice retailer, to serve as a member of its Board of Directors effective May 20, 2026.

"We're excited to welcome Morgan to Constellation Brands' Board of Directors," said Constellation Brands Board Chair Chris Baldwin. "Morgan's extensive global brand-building experience in both the consumer-packaged goods and food and beverage sectors will benefit Constellation as we continue to position the company to remain the #1 high-end beer supplier in the U.S. by dollar sales and a leader in dollar share gains within the dynamic beverage alcohol category."

Flatley currently serves as Executive Vice President, Global Chief Marketing Officer and New Business Ventures at McDonald's Corporation, where she is responsible for global brand building, including driving the company's growth and transformation across marketing, menu, value platforms, digital customer engagement, insights, and new business ventures.

Since joining McDonald's in 2017, Flatley has been the driving force behind some of the Brand's most inspired marketing campaigns. She has been named to the Forbes World's Most Influential CMOs list multiple times and has been recognized with Adweek's most prestigious honor – Brand Genius. Under Flatley's leadership, McDonald's has also been recognized multiple times as a top marketer among consumer brands.

Prior to joining McDonald's, Flatley spent 13 years at PepsiCo, Inc., a multinational food, snack, and beverage company, most recently serving as Senior Vice President and Chief Marketing Officer, Global Nutrition, responsible for brand positioning and innovation for Quaker, Tropicana, Gatorade, and Naked Juice.

"Constellation Brands has built one of the most distinctive and iconic brand portfolios in the industry by staying deeply attuned to consumers and shaping culture, not just responding to it," said Flatley. "I look forward to collaborating with my fellow board members and lending perspective to help Constellation's executive team continue building on the company's strong foundation for growth and track record of success."

With Flatley's election, the composition of Constellation Brands' Board of Directors returns to twelve members, following former President and Chief Executive Officer Bill Newlands' retirement from the Board in April 2026. Flatley's election serves as a continuation of the company's comprehensive board refreshment process.



Constellation Brands
WORTH REACHING FOR

PRESS RELEASE



ABOUT CONSTELLATION BRANDS

Constellation Brands (NYSE: STZ) is a leading international producer and marketer of beer, wine, and spirits with operations in the U.S., Mexico, New Zealand, and Italy. Our mission is to build brands that people love because we believe elevating human connections is Worth Reaching For. It's worth our dedication, hard work, and calculated risks to anticipate market trends and deliver for our consumers, shareholders, employees, and industry. This dedication is what has driven us to become one of the fastest-growing, large CPG companies in the U.S. at retail, and it drives our pursuit to deliver what's next.

Every day, people reach for brands from our high-end, imported beer portfolio anchored by the iconic Corona Extra and Modelo Especial, a flavorful lineup of Modelo Cheladas, and favorites like Pacifico, and Victoria; our exceptional wine brands including The Prisoner Wine Company, Robert Mondavi Winery, Kim Crawford, Schrader Cellars, and Lingua Franca; and our craft spirits brands such as Mi CAMPO Tequila and High West Whiskey.

As an agriculture-based company, we strive to operate in a way that is sustainable and responsible. Our ESG strategy is embedded into our business and we focus on serving as good stewards of the environment, investing in our communities, and promoting responsible beverage alcohol consumption. We believe these aspirations in support of our longer-term business strategy allow us to contribute to a future that is truly Worth Reaching For.

To learn more, visit www.cbrands.com and follow us on [LinkedIn](#) and [Instagram](#).

FORWARD-LOOKING STATEMENTS

This news release contains forward-looking statements. All statements other than statements of historical fact are forward-looking statements. The word "expect" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These statements may relate to business strategy, future operations, prospects, plans, and objectives of management and Constellation's Board of Directors, including the anticipated benefits of Flatley's experience, positioning of the company as a high-end beer supplier and beverage alcohol category leader, and building on the company's strong foundation for growth and track record of success, as well as information concerning expected actions of third parties. All forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those set forth in, or implied by, such forward-looking statements.

The forward-looking statements are based on management's current expectations and should not be construed in any manner as a guarantee that such results will in fact occur. All forward-looking statements speak only as of the date of this news release and Constellation does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

In addition to risks and uncertainties associated with ordinary business operations, the forward-looking statements contained in this news release are subject to other risks and uncertainties, including the accuracy of all projections and other factors and uncertainties disclosed from time-to-time in Constellation Brands' filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended February 28, 2026, which could cause actual future performance to differ from current expectations.

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