

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CANANDAIGUA BRANDS, INC.
(exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

16-0716709
(I.R.S. Employer
Identification No.)

300 Willowbrook Office Park,
Fairport, New York
(Address of Principal Executive Offices)

14450
(Zip Code)

CANANDAIGUA BRANDS, INC. LONG-TERM STOCK INCENTIVE PLAN
(Full title of the Plan)

Robert Sands, Esq.
Chief Executive Officer, International,
Executive Vice President and General Counsel
Canandaigua Brands, Inc
300 Willowbrook Office Park
Fairport, New York 14450
(716) 218-2169
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copy to:
John C. Partigan, Esq.
Nixon Peabody LLP
900 Clinton Square
Rochester, New York 14604
(716) 263-1000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A	154,082	\$52.00	\$8,012,264	\$ 2,227.41
Common Stock \$.01 par value per share	249,500 3,000 3,600	\$44.75 \$53.25 \$57.3125	\$11,165,125 \$159,750 \$206,325	\$ 3,103.90 \$44.41 \$57.36
	3,589,818	\$57.44 (3)	\$206,199,146	\$57,323.36

(1) Pursuant to Rule 416(b) under the Securities Act of 1933, this registration statement covers such additional shares of Class A Common Stock as may be issuable pursuant to anti-dilution provisions of the Plan.

(2) Inserted solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1)

(3) As instructed by Rule 457(h)(1) and estimated in accordance with Rule 457(c), based upon the average of the high and low prices for the registrant's Common Stock on the NASDAQ National Market System reported as of September 28, 1999.

Explanatory Note

Canandaigua Brands, Inc. (formerly known as Canandaigua Wine Company, Inc.) (the "Company") filed a Registration Statement on Form S-8 on November 22, 1994 (Reg. No. 33-56557) and a Post Effective Amendment No. 1 to such Registration Statement on November 29, 1994 (as amended, the "Prior Registration Statement") relating to the registration of shares of the Company's Class A Common Stock.

On September 1, 1997 the Company changed its name to Canandaigua Brands, Inc. Pursuant to General Instruction E of Form S-8, this Registration

Statement on Form S-8 (the "Registration Statement") registers an additional 4,000,000 shares of the Company's Class A common stock which may be acquired under the Company's Long-Term Stock Incentive Plan.

The contents of the Prior Registration Statement are incorporated herein by reference.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

James A. Locke III, Esq. serves as a Member of the Board of Directors of the Company. Mr. Locke is a partner in the law firm Nixon Peabody LLP, which firm has rendered an opinion regarding the legality of the securities offered by the Registration Statement. A copy of the Opinion of Nixon Peabody LLP is attached hereto as Exhibit 5.

Item 8. Exhibits.

See Exhibit Index.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on the 2nd day of October, 1999.

CANANDAIGUA BRANDS, INC.

By: /s/ Robert Sands
Robert Sands
Executive Vice President
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Richard Sands Director, Chairman of October 1, 1999
- -----
Richard Sands the Board, President and
 Chief Executive
 Officer (Principal
 Executive Officer)

/s/ Robert Sands Director, October 1, 1999

Robert Sands Executive Vice President
 and General Counsel

/s/ Thomas S. Summer Senior Vice President October 1, 1999

Thomas S. Summer and Chief Financial Officer
 (Principal Financial and
 Accounting Officer)

/s/ George Bresler Director October 2, 1999

George Bresler

/s/ James A. Locke, III Director October 1, 1999
- -----
James A. Locke, III

/s/ Thomas C. McDermott Director October 1, 1999

Thomas C. McDermott

/s/ Paul L. Smith Director October 4, 1999
- -----
Paul L. Smith

EXHIBIT INDEX

Exhibit No. - - - - -	Description - - - - -	Location - - - - -
5-1	Legal Opinion of Nixon Peabody LLP	Filed Herewith
23-1	Consent of Nixon Peabody LLP	Contained in opinion filed as Exhibit 5-1 to this Registration Statement
23-2	Consent of Arthur Andersen LLP, independent accountants	Filed Herewith

Clinton Square
Post Office Box 1051
Rochester, New York 14603-1051
Fax: (716) 263-1600
Direct Dial: (716) 263-1000

October 4, 1999

Canandaigua Brands, Inc.
300 Willowbrook Office Park
Fairport, New York 14450

Ladies and Gentlemen:

We have acted as counsel to Canandaigua Brands, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company on October 4, 1999 with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), for the purpose of registering with the Commission the issuance and sale of 4,000,000 shares of the Class A Common Stock of the Company, par value \$.01 per share (the "Common Stock"), pursuant to the Company's Long-Term Stock Incentive Plan (as amended, the "Plan").

This opinion is being delivered to you in connection with the Registration Statement.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of all such records of the Company and all such agreements, certificates of public officials, certificates of officers or other representatives of the Company, and such other documents, certificates and corporate or other records as we have deemed necessary or appropriate as a basis for the opinions set forth herein, including (i) the Certificate of Incorporation of the Company, as amended to the date hereof, (ii) the By-Laws of the Company, as amended to the date hereof, and (iii) the Plan.

As to questions of fact material to our opinions expressed herein, we have, when relevant facts were not independently established, relied upon certificates of, and information received from, the Company and/or representatives of the Company. We have made no independent investigation of the facts stated in such certificates or as to any information received from the Company and/or representatives of the Company and do not opine as to the accuracy of such factual matters. We also have relied, without investigation, upon certificates and other documents from, and conversations with, public officials.

Members of our firm involved in the preparation of this opinion are licensed to practice law in the State of New York and we do not purport to be experts on, or to express any opinion herein concerning, the laws of any jurisdiction other than the laws of the State of New York and the General Corporation Law of the State of Delaware.

Based upon and subject to the foregoing, and the other qualifications and limitations contained herein, and after (a) the above-referenced Registration Statement has become effective under the Act and assuming that such effectiveness remains in effect throughout the period during which shares of Common Stock are offered and sold pursuant to the Plan, (b) the shares of Common Stock to be offered and sold pursuant to the Plan have, if required, been duly qualified or registered, as the case may be, for sale under applicable state securities laws and all applicable securities laws are complied with, (c) all necessary action by the Board of Directors or Compensation Committee of the Board of Directors of the Company shall have been taken to duly authorize the offer, issuance and sale of Common Stock to be offered and sold pursuant to the Plan, and (d) the shares of Common Stock to be offered and sold pursuant to the Plan have been delivered pursuant to and in accordance with the terms of the Plan and related agreements and instruments, we are of the opinion that the 4,000,000 shares of Common Stock to be offered and sold pursuant to the Plan will have been duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for your benefit in connection with the transactions described above and, except as provided in the immediately preceding paragraph, may not be otherwise communicated to, reproduced, filed publicly or relied upon by, any other person or entity for any other purpose without our express prior written consent. This opinion is limited to the

matters stated herein, and no opinion or belief is implied or may be inferred beyond the matters expressly stated herein. The opinions expressed herein are rendered as of the date hereof, and we disclaim any undertaking to advise you of changes in law or fact which may affect the continued correctness of any of our opinions as of a later date.

Very truly yours,

/s/ Nixon Peabody LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated April 22, 1999 included in Canandaigua Brands, Inc.'s form 10-K for the year ended February 28, 1999, and to all references to our Firm included in this registration statement.

/s/ ARTHUR ANDERSEN LLP
ARTHUR ANDERSEN LLP

Rochester, New York
October 4, 1999