
**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): November 10, 2022

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, including 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	Trading Symbol(s)	Name of Each Exchange on Which Registered
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 8.01. Other Events.

On November 10, 2022, Constellation Brands, Inc. (the “Company”) filed an automatic shelf registration statement on FormS-3 (File No. 333-268289) (the “Registration Statement”) with the Securities and Exchange Commission under the Securities Act of 1933, as amended, covering an unspecified amount of shares of its Class A Common Stock, par value \$0.01 per share (“Class A Common Stock”), debt securities and certain other securities of the Company.

On November 10, 2022, the Company filed a prospectus supplement (the “Resale Prospectus Supplement”) to the Registration Statement registering the resale of up to an aggregate of 29,870,072 shares of Class A Common Stock (the “Shares”) which may be used by the selling stockholders identified therein to resell the Shares. The Shares are being registered pursuant to that certain Registration Rights Agreement, dated as of November 10, 2022, by and among the Company, Richard Sands, Robert Sands, other members of the Sands family and certain of their related entities (the “Sands Family Stockholders”), that was entered into in connection with the previously announced reclassification (the “Reclassification”) of the Company’s common stock to eliminate its Class B Common Stock, par value \$0.01 per share (“Class B Common Stock”). As previously disclosed, on November 10, 2022, each share of Class B Common Stock issued and outstanding immediately prior to the effective time of the Reclassification was reclassified, exchanged and converted into one share of Class A Common Stock and the right to receive \$64.64 in cash, without interest. Pursuant to the Registration Rights Agreement, the Sands Family Stockholders, who are the selling stockholders listed in the Resale Prospectus Supplement, will be provided certain rights relating to the resale of their Class A Common Stock.

The Company will not receive any proceeds from any sale of Shares by the selling stockholders.

The Company is filing this Current Report on Form 8-K to provide the legal opinion as to the validity of the Shares covered by the Resale Prospectus Supplement, which opinion is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

For the exhibit that is filed herewith, see the Index to Exhibits immediately following.

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
(5)	OPINION RE LEGALITY
(5.1)	Opinion of the Executive Vice President and Chief Legal Officer of the Company regarding the validity of the Shares.
(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: November 10, 2022

CONSTELLATION BRANDS, INC.

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



November 10, 2022

Constellation Brands, Inc.
207 High Point Drive, Building 100
Victor, NY 14564

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

I am the Chief Legal Officer of Constellation Brands, Inc., a Delaware corporation (the "Company"). I refer to the Registration Statement on Form S-3 (File No. 333-268289), filed by the Company with the Securities and Exchange Commission (the "Commission") on November 10, 2022 (the "Registration Statement"), the base prospectus, dated November 10, 2022 which forms part of the Registration Statement (the "Base Prospectus") and the prospectus supplement dated November 10, 2022 (the "Prospectus Supplement," and together with the Base Prospectus, the "Prospectus"), pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of an aggregate of 29,870,072 shares of the Company's Class A common stock, par value \$0.01 per share (the "Shares"), for resale by the selling stockholders as described in and subject to the terms of the Prospectus.

In connection with the registration of the resale of the Shares, I have examined originals, or copies certified or otherwise identified to my satisfaction, of such documents, corporate records and other instruments as I have deemed necessary for the purposes of this opinion, including (i) the organizational documents of the Company; (ii) resolutions of the Company with respect to the registration of the resale of the Shares; (iii) the Prospectus and (iv) the Registration Statement and the exhibits thereto.

For purposes of this opinion, I have assumed the authenticity of all documents submitted to me as originals, the conformity to the originals of all documents submitted to me as copies and the authenticity of the originals of all documents submitted to me as copies. I have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. I have not independently established or verified any facts relevant to the opinions expressed herein, but have relied upon statements and representations of officers and other representatives of the Company and others as to factual matters.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, I am of the opinion that the Shares have been duly authorized and are validly issued, fully paid and non-assessable.

My opinions expressed above are subject to the qualifications that I express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware.

I hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement and to the reference to me under the caption "Legal Matters" in the Prospectus Supplement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. I assume no obligation to revise or supplement this opinion after the date of this opinion should the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise after the date hereof.

Sincerely,

/s/ James O. Bourdeau

James O. Bourdeau, Esq.
Chief Legal Officer