
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 23, 2005

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

(I.R.S. Employer
Identification No.)

370 Woodcliff Drive, Suite 300, Fairport, New York 14450

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(585) 218-3600**

N/A

(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))
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Item 7.01. Regulation FD Disclosure.

On November 23, 2005, Constellation Brands, Inc. ("Constellation") issued a press release, attached hereto as Exhibit 99.1, disclosing that it had been notified by the Investment Review Division of Industry Canada that it has received approval for its acquisition of Vincor International Inc. ("Vincor") and that it had received a "no action" letter from Canada's Competition Bureau, further clearing the way for the acquisition. The statutory waiting period in the United States under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 has previously expired.

On November 28, 2005, Constellation issued a press release, attached hereto as Exhibit 99.2, announcing an increase in its offer for all of the common shares (the "Common Shares") of Vincor to CDN \$33.00 per share.

Also on November 28, 2005, a wholly-owned subsidiary (the "Bidder") of Constellation, filed with Canadian securities regulators, a Notice of Extension and Variation dated November 28, 2005, attached hereto as Exhibit 99.3, to its Offer to Purchase dated October 19, 2005, as amended by the Notice of Change in Information dated October 26, 2005, relating to the offer by the Bidder (the "Offer") to purchase all of the outstanding Common Shares and associated Poison Pill Rights of Vincor for CDN \$31.00 per Common Share and associated Poison Pill Right. The Offer was initially scheduled to expire at 5:00 p.m. Toronto time on Monday, November 28, 2005, unless extended. The Notice of Extension and Variation increases the consideration payable under the Offer to CDN \$33.00 per Common Share and associated Poison Pill Right and extends the Offer. The Offer, as amended by the Notice of Extension and Variation, is now scheduled to expire at midnight (Toronto time) on December 8, 2005. The Notice of Extension and Variation will be mailed to shareholders of Vincor on November 28, 2005. The Offer to Purchase dated October 19, 2005 was previously furnished by Constellation as Exhibit 99.1 to its Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 24, 2005 and the Notice of Change in Information was previously furnished by Constellation as Exhibit 99.1 to its Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 26, 2005.

This Current Report on Form 8-K, including the exhibits hereto, is being furnished in lieu of a tender offer filing, since Vincor does not have a class of equity security registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.

References to Constellation's website in the press releases attached as Exhibit 99.1 and Exhibit 99.2 do not incorporate by reference the information on such website into this Current Report on Form 8-K and Constellation disclaims any such incorporation by reference. The information included in this Current Report on Form 8-K and the exhibits filed herewith is "furnished" and not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may only 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.

- (a) Financial statements of businesses acquired
Not applicable
- (b) Pro forma financial information
Not applicable
- (c) Shell company transactions
Not applicable
- (d) The following exhibits are furnished as part of this Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 23, 2005.
99.2	Press Release dated November 28, 2005.
99.3	Notice of Extension and Variation dated November 28, 2005.

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 28, 2005

CONSTELLATION BRANDS, INC.

By: /s/ Thomas S. Summer

Name: Thomas S. Summer

Title: Executive Vice President and Chief Financial
Officer

<u>Exhibit No.</u>	<u>Description</u>
(1)	UNDERWRITING AGREEMENT Not Applicable.
(2)	PLAN OF ACQUISITION, REORGANIZATION, ARRANGEMENT, LIQUIDATION OR SUCCESSION Not Applicable.
(3)	ARTICLES OF INCORPORATION AND BYLAWS Not Applicable.
(4)	INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES Not Applicable.
(7)	CORRESPONDENCE FROM AN INDEPENDENT ACCOUNTANT REGARDING NON-RELIANCE ON A PREVIOUSLY ISSUED AUDIT REPORT OR COMPLETED INTERIM REVIEW Not Applicable.
(14)	CODE OF ETHICS Not Applicable.
(16)	LETTER RE CHANGE IN CERTIFYING ACCOUNTANT Not Applicable.
(17)	CORRESPONDENCE ON DEPARTURE OF DIRECTOR Not Applicable.
(20)	OTHER DOCUMENTS OR STATEMENTS TO SECURITY HOLDERS Not Applicable.
(23)	CONSENTS OF EXPERTS AND COUNSEL Not Applicable.

<u>Exhibit No.</u>	<u>Description</u>
(24)	POWER OF ATTORNEY Not Applicable.
(99)	ADDITIONAL EXHIBITS
(99.1)	Press Release dated November 23, 2005.
(99.2)	Press Release dated November 28, 2005.
(99.3)	Notice of Extension and Variation dated November 28, 2005.
(100)	XBRL-RELATED DOCUMENTS Not Applicable.



NEWS RELEASE

CONTACTS

Media Relations

Mike Martin – 585-218-3669

John Lute – 416-929-5883

Investor Relations

Lisa Schnorr – 585-218-3677

Bob Czudak – 585-218-3668

**CONSTELLATION BRANDS SECURES REGULATORY APPROVALS
REQUIRED TO ACQUIRE VINCOR INTERNATIONAL INC.**

FAIRPORT, N.Y., Nov. 23, 2005 — Constellation Brands, Inc. (NYSE: STZ, ASX: CBR) was notified today by the Investment Review Division of Industry Canada that it has received approval for the company's acquisition of Vincor International Inc. In addition, Constellation Brands today also received a "no action" letter from Canada's Competition Bureau, further clearing the way for the acquisition.

The statutory waiting period in the United States under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 has expired so that the Act poses no barrier to Constellation Brands proceeding with the acquisition. Constellation Brands does not expect to encounter any regulatory barriers to close the transaction to acquire Vincor.

During its review, under the *Investment Canada Act*, Constellation Brands agreed to a number of negotiated enforceable commitments consistent with its intentions to grow Vincor's business. These commitments assisted the Minister of Industry in determining that the investment is of net benefit to Canada.

Constellation Brands intends to support the growth of Vincor's Canadian business domestically and internationally. Its management has also provided

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commitments regarding the maintenance of all Vincor's wineries, warehouses and vineyards in Canada, as well as to maintain virtually the same management teams at those facilities. Upon successful completion of the transaction, Constellation Brands plans to integrate Vincor into its international wine business as expeditiously as possible.

About Constellation Brands

Constellation Brands, Inc. is a leading international producer and marketer of beverage alcohol brands with a broad portfolio across the wine, spirits and imported beer categories. Well-known brands in Constellation's portfolio include: Corona Extra, Corona Light, Pacifico, Modelo Especial, Negra Modelo, St. Pauli Girl, Tsingtao, Black Velvet, Fleischmann's, Mr. Boston, Paul Masson Grande Amber Brandy, Chi-Chi's, 99 Schnapps, Ridgmont Reserve 1792, Effen Vodka, Stowells, Blackthorn, Almaden, Arbor Mist, Vendange, Woodbridge by Robert Mondavi, Hardys, Nobilo, Alice White, Ruffino, Robert Mondavi Private Selection, Blackstone, Ravenswood, Estancia, Franciscan Oakville Estate, Simi, Robert Mondavi Winery brands and Opus One. For additional information about Constellation Brands, as well as its product portfolio, visit the company's Web site at www.cbrands.com.

Forward Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Constellation's control, that could cause actual results to differ materially from those set forth in, or implied by, such forward-looking statements. All statements other than statements of historical facts included in this press release are forward-looking statements. All forward-looking statements speak only as of the date of this press release. Constellation undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events

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or otherwise. There can be no assurance that any transaction between Constellation and Vincer will occur, or will occur on the timetable contemplated hereby. For additional information about risks and uncertainties that could adversely affect Constellation's forward-looking statements, please refer to Constellation's Annual Report on Form 10-K for the fiscal year ended February 28, 2005 and Constellation's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2005.



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**Constellation Brands Makes C\$33.00 Per Share
Final Offer for Vincor International**

Offer Now Expires December 8

FAIRPORT, N.Y., Nov. 28, 2005 — Constellation Brands, Inc. (NYSE: STZ, ASX: CBR) today announced its best and final offer of C\$33.00 cash per share for all of the common shares of Vincor International Inc. (TSX: VN).

This enhanced offer provides a 48 percent premium above the closing price of Vincor's common shares on the Toronto Stock Exchange on Sept. 8, 2005, the day before Constellation first proposed a transaction to Vincor.

"In the absence of cooperation by Vincor, C\$33 is Constellation's best and final offer," stated Richard Sands, Constellation Brand's chairman and chief executive officer. "Vincor's board has had more than enough time to surface any other alternatives and the time has come for the shareholders of Vincor to decide. We do not need any additional information from Vincor to offer this price and are prepared to complete this transaction successfully on December 8, or let our offer expire".

As required by securities regulations, the enhanced offer price extends the expiration date for tendering shares under the offer until midnight, Dec. 8, 2005. Upon receipt of the 66-2/3 percent of Vincor's shares by the expiration date, as required by the offer, Constellation expects to take up and pay for all Vincor shares tendered by Dec. 13, 2005.

Constellation does not expect that any remaining conditions will impede the closing of this transaction. As previously announced, Vincor's board waived the application of its shareholder rights plan to Constellation's offer, which it

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adopted in September with the stated purpose of allowing Vincor time to pursue value-maximizing alternatives. No other “superior” transaction has been announced in this time.

Despite repeated attempts since early September, Constellation has been unable to negotiate a transaction with the Vincor board of directors. As recently as November 25, Constellation communicated to Vincor’s board that following confirmatory due diligence Constellation would be prepared to offer shareholders C\$35 per share in a board-supported transaction pursuant to which Vincor would provide customary cooperation. That proposal was rejected by Vincor’s board.

“We remain hopeful that Vincor’s board will reconsider its position and offer its support and cooperation, in addition to confirmatory due diligence, so that a C\$35 per share cash offer can be made,” stated Sands. “If the Vincor board does not do so prior to December 8, Constellation’s C\$33 per share cash offer stands as our best and final.”

About Constellation Brands

Constellation Brands, Inc. is a leading international producer and marketer of beverage alcohol brands with a broad portfolio across the wine, spirits and imported beer categories. Well-known brands in Constellation’s portfolio include: Corona Extra, Corona Light, Pacifico, Modelo Especial, Negra Modelo, St. Pauli Girl, Tsingtao, Black Velvet, Fleischmann’s, Mr. Boston, Paul Masson Grande Amber Brandy, Chi-Chi’s, 99 Schnapps, Ridgmont Reserve 1792, Effen Vodka, Stowells, Blackthorn, Almaden, Arbor Mist, Vendange, Woodbridge by Robert Mondavi, Hardys, Nobilo, Alice White, Ruffino, Robert Mondavi Private Selection, Blackstone, Ravenswood, Estancia, Franciscan Oakville Estate, Simi, Robert Mondavi Winery brands and Opus One. For additional information about Constellation Brands, as well as its product portfolio, visit the company’s Web site at www.cbrands.com.

Forward Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Constellation’s control, that could cause actual results to differ materially from those set forth in, or implied by, such forward-looking statements. All statements other than statements of historical facts included in this press release are forward-looking statements. All forward-looking statements speak only as of the date of this press release. Constellation undertakes no obligation to update or revise any

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forward-looking statements, whether as a result of new information, future events or otherwise. There can be no assurance that any transaction between Constellation and Vincer will occur, or will occur on the timetable contemplated hereby. For additional information about risks and uncertainties that could adversely affect Constellation's forward-looking statements, please refer to Constellation's Annual Report on Form 10-K for the fiscal year ended February 28, 2005 and Constellation's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2005.

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This document is important and requires your immediate attention. If you are in doubt as to how to deal with it, you should consult your investment dealer, broker, bank manager, lawyer or other professional advisor.

The Offer has not been approved or disapproved by any securities regulatory authority nor has any securities regulatory authority passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in this document. Any representation to the contrary is unlawful.

November 28, 2005

NOTICE OF EXTENSION AND VARIATION

by

4307003 Canada Inc., a wholly-owned subsidiary of

CONSTELLATION BRANDS, INC.

to its

Offer to Purchase all of the outstanding Common Shares and associated Poison Pill Rights

of

VINCOR INTERNATIONAL INC.

for the increased price of CDN\$33.00 in cash per Common Share and associated Poison Pill Right

4307003 Canada Inc. (the "Offeror") hereby gives notice that it is amending its Offer to Purchase dated October 19, 2005 to purchase all of the outstanding Common Shares and associated Poison Pill Rights of Vincor International Inc. ("Vincor" or the "Company"), as amended by Notice of Change in Information dated October 26, 2005 (the "Offer"), in order to (i) increase the consideration payable under the Offer to \$33.00 cash per Common Share and associated Poison Pill Right; and (ii) extend the Offer.

The Offer, as hereby amended, will be open for acceptance until midnight (Toronto time) on December 8, 2005, unless extended.

Despite repeated attempts since early September 2005, the Offeror has been unable to negotiate a transaction with Vincor's board of directors. On November 25, 2005 the Offeror communicated to Vincor's board of directors that following confirmatory due diligence, the results of which are satisfactory to the Offeror, it would be prepared to offer \$35.00 cash per share in a transaction supported by Vincor's board of directors pursuant to which Vincor would provide customary cooperation. That proposal was rejected by Vincor's board of directors.

Unless (i) Vincor's board of directors is prepared to support an offer of \$35.00 cash per share and provide customary cooperation and (ii) the Offeror is provided with an opportunity to complete confirmatory due diligence, the results of which are satisfactory to the Offeror, the enhanced price of \$33.00 per Common Security is the Offeror's best and final offer.

This Notice of Extension and Variation should be read in conjunction with the Offer to Purchase and accompanying Circular dated October 19, 2005, as amended by Notice of Change in Information dated October 26, 2005.

Shareholders who have validly deposited and not withdrawn their Common Shares need take no further action to accept the Offer. Shareholders wishing to accept the Offer must properly complete and duly execute the Letter of Acceptance and Transmittal (printed on blue paper) previously provided to Shareholders or a facsimile thereof and deposit it, together with certificates representing their Common Shares and Poison Pill Rights, in accordance with the instructions in the Letter of Acceptance and Transmittal. Shareholders' certificates for their Common Shares represent both their Common Shares and Poison Pill Rights unless Poison Pill Rights Certificates have been issued by the Company. Alternatively, Shareholders may follow the procedures of guaranteed delivery set forth in Section 3 of the Offer to Purchase, "Manner of Acceptance — *Procedure for Guaranteed Delivery*", using the Notice of Guaranteed Delivery (printed on green paper) previously provided to Shareholders or a facsimile thereof. Persons whose Common Shares and Poison Pill Rights are registered in the name of a broker, dealer, bank, trust company or other nominee should contact such registered holder for assistance if they wish to accept the Offer.

Questions and requests for assistance may be directed to TD Securities Inc. and TD Securities (U.S.A.) LLC (the "Dealer Managers") and to the Depository, and additional copies of this document, the Letter of Acceptance and Transmittal and the Notice of Guaranteed Delivery may be obtained without charge upon request from those persons at their respective offices shown on the last page of the Letter of Acceptance and Transmittal.

TO: THE HOLDERS OF COMMON SHARES OF VINCOR

This Notice of Extension and Variation amends and supplements the Offer to Purchase and Circular dated October 19, 2005, as amended by Notice of Change in Information dated October 26, 2005 (together, the "Original Offer"), of the Offeror pursuant to which the Offeror is offering to purchase, on the terms and subject to the conditions contained therein, all of the issued and outstanding Common Shares and associated Poison Pill Rights. Unless the context otherwise requires, capitalized terms not defined herein have the meanings set forth in the Original Offer.

Except as otherwise set forth in this Notice of Extension and Variation, the terms and conditions previously set forth in the Original Offer continue to be applicable in all respects. This Notice of Extension and Variation should be carefully read in conjunction with the Original Offer, the Letter of Acceptance and Transmittal and the Notice of Guaranteed Delivery.

All references to the "Offer" in the Original Offer, the Letter of Acceptance and Transmittal, the Notice of Guaranteed Delivery and this Notice of Extension and Variation mean the Original Offer, as hereby amended.

1. Increase in Price Offered for Common Securities

The Offeror has amended the Original Offer by increasing the consideration payable under the Offer to \$33.00 cash per Common Share and associated Poison Pill Right. Assuming that all of the conditions of the Offer are satisfied or waived, all Shareholders whose Common Securities are taken up under the Offer, including those Shareholders who have already deposited their Common Securities to the Offer, will receive the increased price for their Common Securities.

The increased Offer price represents a 40.6% premium over the closing trading price of the Common Shares of \$23.47 on the TSX on September 27, 2005, the last day during which the Common Shares were traded prior to announcement of Constellation's proposal, and a 43.4% premium to the average closing price of the Common Shares of \$23.02 on the TSX for the 20-day-trading period ending on that date.

2. Extension of the Offer

The Offeror has varied the Original Offer by extending the Expiry Time from 5:00 p.m. (Toronto time) on November 28, 2005 to midnight (Toronto time) on December 8, 2005. Accordingly, the definition of "Expiry Time" in the Original Offer is amended to read in full as follows:

"**Expiry Time**" means midnight (Toronto time) on December 8, 2005 or such later time and date as may be fixed by the Offeror from time to time pursuant to Section 5 of the Offer to Purchase, "Extension and Variation of the Offer";"

3. Withdrawal of Deposited Securities

Shareholders have the right to withdraw Common Securities deposited pursuant to the Offer and not taken up under the circumstances and in the manner described in Section 6 of the Offer to Purchase, "Withdrawal of Deposited Securities".

4. Take-Up of Deposited Securities

Upon the terms and subject to the conditions of the Offer, the Offeror will take up the Common Securities validly deposited under the Offer (and not withdrawn pursuant to Section 6 of the Offer to Purchase, "Withdrawal of Deposited Securities") not later than 10 days after the Expiry Time, subject to applicable laws, and will pay for the Common Securities taken up as soon as possible, but in any event not later than three (3) business days after taking up the Common Securities. See Section 7 of the Offer to Purchase, "Payment of Deposited Securities".

5. Variations to the Original Offer

The Original Offer shall be read as amended in order to give effect to the specified amendments set forth in this Notice of Extension and Variation.

6. Directors Approval

The contents of this Notice of Extension and Variation have been approved, and the sending, communication or delivery thereof to the Shareholders has been authorized, by the board of directors of the Offeror.

7. Offeree's Statutory Rights

Securities legislation in certain of the provinces and territories of Canada provides securityholders of the Company with, in addition to any other rights they may have at law, rights of rescission or damages, or both, if there is a misrepresentation in a circular or notice that is required to be delivered to such securityholders. However, such rights must be exercised within prescribed time limits. Shareholders should refer to the applicable provisions of the securities legislation of their province or territory for the particulars of those rights or consult with a lawyer.

Certificate of 4307003 Canada Inc.

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made. In addition, the foregoing does not contain any misrepresentation likely to affect the value or the market price of the Common Shares which are the subject of the Offer, as varied by this Notice of Extension and Variation.

(Signed) F. Paul Hetterich
Chief Executive Officer

(Signed) Thomas S. Summer
Chief Financial Officer

On behalf of the Board of Directors of

4307003 Canada Inc.

(Signed) Richard Sands
Director

(Signed) Robert Sands
Director

Certificate of Constellation Brands, Inc.

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made. In addition, the foregoing does not contain any misrepresentation likely to affect the value or the market price of the Common Shares which are the subject of the Offer, as varied by this Notice of Extension and Variation.

(Signed) Richard Sands
Chairman and Chief Executive Officer

(Signed) Thomas S. Summer
Executive Vice President and
Chief Financial Officer

On behalf of the Board of Directors of

Constellation Brands, Inc.

(Signed) James A. Locke III
Director

(Signed) Robert Sands
Director