

# Edgar Filing: CONSTELLATION BRANDS INC - Form 8-K

CONSTELLATION BRANDS INC

Form 8-K

July 03, 2001

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 2, 2001  
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COMMISSION FILE NUMBER 001-08495

DELAWARE	CONSTELLATION BRANDS, INC.	16-0716709
	and its subsidiaries:	
NEW YORK	BATAVIA WINE CELLARS, INC.	16-1222994
NEW YORK	CANANDAIGUA WINE COMPANY, INC.	16-1462887
NEW YORK	CANANDAIGUA EUROPE LIMITED	16-1195581
ENGLAND AND WALES	CANANDAIGUA LIMITED	98-0198402
NEW YORK	POLYPHENOLICS, INC.	16-1546354
NEW YORK	ROBERTS TRADING CORP.	16-0865491
NETHERLANDS	CANANDAIGUA B.V.	98-0205132
DELAWARE	FRANCISCAN VINEYARDS, INC.	94-2602962
CALIFORNIA	ALLBERRY, INC.	68-0324763
CALIFORNIA	CLOUD PEAK CORPORATION	68-0324762
CALIFORNIA	M.J. LEWIS CORP.	94-3065450
CALIFORNIA	MT. VEEDER CORPORATION	94-2862667
DELAWARE	BARTON INCORPORATED	36-3500366
DELAWARE	BARTON BRANDS, LTD.	36-3185921
MARYLAND	BARTON BEERS, LTD.	36-2855879
CONNECTICUT	BARTON BRANDS OF CALIFORNIA, INC.	06-1048198
GEORGIA	BARTON BRANDS OF GEORGIA, INC.	58-1215938
ILLINOIS	BARTON CANADA, LTD.	36-4283446
NEW YORK	BARTON DISTILLERS IMPORT CORP.	13-1794441
DELAWARE	BARTON FINANCIAL CORPORATION	51-0311795
WISCONSIN	STEVENS POINT BEVERAGE CO.	39-0638900
ILLINOIS	MONARCH IMPORT COMPANY	36-3539106
(State or other jurisdiction of incorporation or organization)	(Exact name of registrant as specified in its charter)	(I.R.S. Employer Identification No.)

300 WillowBrook Office Park, Fairport, New York 14450  
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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (716) 218-2169  
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(Former name or former address, if changed since last report)

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### ITEM 5. OTHER EVENTS

Constellation Brands, Inc. released the following information on July 2, 2001:

#### CONSTELLATION COMPLETES ACQUISITION OF RAVENSWOOD

FAIRPORT, NEW YORK, JULY 2, 2001 -- Constellation Brands, Inc. (NYSE: STZ and STZ.B) announced today the completion of its previously announced acquisition of Ravenswood Winery, Inc. (NASDAQ: RVWD).

Richard Sands, Chairman, Chief Executive Officer and President of Constellation, said, "We are very excited about the addition of Ravenswood to our fine wine business, which already includes Franciscan Oakville Estate, Simi, Quintessa, Mount Veeder, Veramonte and Estancia. Adding the leading Zinfandel wine to our already strong portfolio gives us the most sought after wine portfolio in the U.S. With sales and marketing integration well underway, we look forward to building on Ravenswood's success and enhancing its growth."

Ravenswood will be managed by Constellation's fine wine division, Franciscan Estates. Joel Peterson will become General Manager and Senior Winemaker of the Ravenswood Winery and Justin Faggioli will become General Manager and Chief Operating Officer. Both will report to Agustin Francisco Huneus, President and Chief Executive Officer of Franciscan Estates. W. Reed Foster, former Chairman and Chief Executive Officer of Ravenswood, will remain a valued part of the management team.

Under the terms of the acquisition agreement, a wholly-owned subsidiary of Constellation was merged into Ravenswood and all outstanding shares of Ravenswood common stock were converted into the right to receive \$29.50 per share in cash. Constellation has deposited funds with a paying agent, which will send a letter of transmittal and instructions to former Ravenswood shareholders to enable them to surrender their stock in exchange for payment. As a result of the transaction, Constellation owns 100% of Ravenswood. Following the transaction, Ravenswood's common stock will be delisted from the Nasdaq National Market.

#### ABOUT CONSTELLATION

Constellation Brands, Inc. is a leader in the production and marketing of beverage alcohol brands in North America and the United Kingdom and is a leading independent drinks wholesaler in the United Kingdom. Leading brands in Constellation's portfolio include: Franciscan Oakville Estate, Simi, Estancia, Corona Extra, Modelo Especial, St. Pauli Girl, Almaden, Arbor Mist, Talus, Vendange, Alice White, Black Velvet, Fleischmann's, Schenley, Ten High, Stowells of Chelsea, Blackthorn and K.

#### FORWARD LOOKING STATEMENTS

The statements set forth in this press release, which are not historical facts, are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those set forth in the forward-looking statements. Any projections of future results of operations should not be construed in any manner as a guarantee that such results will in fact occur. There can be no assurance that any forward-looking statement in this press release will be realized or that actual results will not be significantly higher or lower than set forth in or implied by such forward-looking statement. For risk factors associated with Constellation and its business, please refer to Constellation's Securities and Exchange Commission filings, including its most recent Annual Report on Form 10-K.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CONSTELLATION BRANDS, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

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Thomas S. Summer, Executive Vice  
President and Chief Financial  
Officer

## SUBSIDIARIES

BATAVIA WINE CELLARS, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

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Thomas S. Summer, Treasurer

CANANDAIGUA WINE COMPANY, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

-----  
Thomas S. Summer, Treasurer

CANANDAIGUA EUROPE LIMITED

Dated: July 2, 2001

By: /s/ Thomas S. Summer

-----  
Thomas S. Summer, Treasurer

CANANDAIGUA LIMITED

Dated: July 2, 2001

By: /s/ Thomas S. Summer

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Thomas S. Summer, Finance Director  
(Principal Financial Officer and  
Principal Accounting Officer)

POLYPHENOLICS, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

-----  
Thomas S. Summer, Vice President  
and Treasurer

ROBERTS TRADING CORP.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

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Thomas S. Summer, President and  
Treasurer

CANANDAIGUA B.V.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

-----  
Thomas S. Summer, Chief  
Financial Officer

FRANCISCAN VINEYARDS, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

-----  
Thomas S. Summer, Vice President  
and Treasurer

ALLBERRY, INC.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

-----  
Thomas S. Summer, Vice President  
and Treasurer

CLOUD PEAK CORPORATION

Dated: July 2, 2001

By: /s/ Thomas S. Summer

-----  
Thomas S. Summer, Vice President  
and Treasurer

M.J. LEWIS CORP.

Dated: July 2, 2001

By: /s/ Thomas S. Summer

-----  
Thomas S. Summer, Vice President  
and Treasurer

MT. VEEDER CORPORATION

Dated: July 2, 2001

By: /s/ Thomas S. Summer

-----  
Thomas S. Summer, Vice President  
and Treasurer

BARTON INCORPORATED

Dated: July 2, 2001

By: /s/ Thomas S. Summer

-----  
Thomas S. Summer, Vice President

BARTON BRANDS, LTD.

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Dated: July 2, 2001 By: /s/ Thomas S. Summer  
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Thomas S. Summer, Vice President

BARTON BEERS, LTD.

Dated: July 2, 2001 By: /s/ Thomas S. Summer  
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Thomas S. Summer, Vice President

BARTON BRANDS OF CALIFORNIA, INC.

Dated: July 2, 2001 By: /s/ Thomas S. Summer  
-----  
Thomas S. Summer, Vice President

BARTON BRANDS OF GEORGIA, INC.

Dated: July 2, 2001 By: /s/ Thomas S. Summer  
-----  
Thomas S. Summer, Vice President

BARTON CANADA, LTD.

Dated: July 2, 2001 By: /s/ Thomas S. Summer  
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Thomas S. Summer, Vice President

BARTON DISTILLERS IMPORT CORP.

Dated: July 2, 2001 By: /s/ Thomas S. Summer  
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Thomas S. Summer, Vice President

BARTON FINANCIAL CORPORATION

Dated: July 2, 2001 By: /s/ Thomas S. Summer  
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Thomas S. Summer, Vice President

STEVENS POINT BEVERAGE CO.

Dated: July 2, 2001 By: /s/ Thomas S. Summer  
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Thomas S. Summer, Vice President

MONARCH IMPORT COMPANY

Dated: July 2, 2001 By: /s/ Thomas S. Summer  
-----  
Thomas S. Summer, Vice President

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### INDEX TO EXHIBITS

(1) UNDERWRITING AGREEMENT

Not Applicable.

(2) PLAN OF ACQUISITION, REORGANIZATION, ARRANGEMENT, LIQUIDATION OR SUCCESSION

Not Applicable.

(4) INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES

Not Applicable.

(16) LETTER RE CHANGE IN CERTIFYING ACCOUNTANT

Not Applicable.

(17) LETTER RE DIRECTOR RESIGNATION

Not Applicable.

(20) OTHER DOCUMENTS OR STATEMENTS TO SECURITY HOLDERS

Not Applicable.

(23) CONSENTS OF EXPERTS AND COUNSEL

Not Applicable.

(24) POWER OF ATTORNEY

Not Applicable.

(27) FINANCIAL DATA SCHEDULE

Not Applicable.

(99) ADDITIONAL EXHIBITS

None