

CONSTELLATION BRANDS, INC.

Form 8-K

January 11, 2019

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) January 7, 2019

CONSTELLATION BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware                      001-08495    16-0716709  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

207 High Point Drive, Building 100, Victor, NY 14564  
(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))

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.

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Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
 5.02 Compensatory Arrangements of Certain Officers.  
 (d) Election of Director

On January 8, 2019, the Board of Directors (the “Board”) of Constellation Brands, Inc. (“Constellation” or the “Company”) took action to expand the Board from twelve (12) to thirteen (13) members, effective as of March 1, 2019. Also on January 8, 2019, the Board filled the additional Board seat by electing William A. Newlands to serve as a member of the Board effective immediately upon such expansion and until the next annual meeting of stockholders and until his successor is elected and qualified.

Mr. Newlands, age 60, currently serves as the Company’s President and Chief Operating Officer and will assume the role of Chief Executive Officer effective March 1, 2019. Mr. Newlands was appointed President in February 2018 and has served as Chief Operating Officer since January 2017. He served as Executive Vice President of the Company from January 2015 until February 2018. From January 2016 to January 2017 he performed the role of President, Wine & Spirits Division and from January 2015 through January 2016 he performed the role of Chief Growth Officer. Mr. Newlands joined the Company in January 2015. Prior to that he served from October 2011 until August 2014 as Senior Vice President and President, North America of Beam Inc., as Senior Vice President and President, North America of Beam Global Spirits & Wine, Inc. from December 2010 to October 2011 and as Senior Vice President and President, USA of Beam Global Spirits & Wine, Inc. from February 2008 to December 2010. Beam Inc., a producer and seller of branded distilled spirits products, merged with a subsidiary of Suntory Holding Limited, a Japanese company, in 2014. Prior to October 2011, Beam Global Spirits & Wine, Inc. was the spirits operating segment of Fortune Brands, Inc., which was a leading consumer products company that made and sold branded consumer products worldwide in the distilled spirits, home and security, and golf markets. Mr. Newlands is a member of the Boards of Directors of Canopy Growth Corporation and Hormel Foods Corporation.

There are no arrangements or understandings between Mr. Newlands and any other person pursuant to which he 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 Mr. Newlands that are required to be disclosed by Item 404(a) of Regulation S-K.

(e) Compensatory Arrangements of Certain Officers

At a meeting held on January 7, 2019, the Human Resources Committee (the “Committee”) of the Board took the following actions with regard to certain compensatory arrangements for certain of the Company’s Executive Officers.

#### Approval of New Annual Base Salaries

The Committee set new annual base salaries for certain of the Company’s Executive Officers, which salaries will take effect on March 1, 2019. The following table sets for the new annual base salary levels of those individuals identified below:

| Name                | New<br>Annual<br>Base<br>Salary |
|---------------------|---------------------------------|
| Robert Sands        | \$1,020,000                     |
| Richard Sands       | \$867,000                       |
| William A. Newlands | \$1,200,000                     |



Item 7.01 Regulation FD Disclosure.

On January 11, 2019, Constellation issued a news release, a copy of which release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference, announcing the election of William A. Newlands as a member of the Company's Board of Directors effective on March 1, 2019.

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 news 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.

(d) Exhibits.

The following exhibit is furnished as part of this Current Report on Form 8-K:

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|      |  |
|------|--|
| 99.1 | News Release of Constellation Brands, Inc. dated January 11, 2019. |
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INDEX TO EXHIBITS

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|      |                     |
|------|---------------------|
| (99) | ADDITIONAL EXHIBITS |
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|        |  |
|--------|--|
| (99.1) | <u>News Release of Constellation Brands, Inc. dated January 11, 2019 (filed herewith).</u> |
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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: January 11, 2019 CONSTELLATION BRANDS,  
INC.

By: /s/ David Klein  
David Klein  
Executive Vice President and  
Chief Financial Officer