

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2001-02-02** | Period of Report: **2001-02-01**
SEC Accession No. **000016918-01-00003**

(HTML Version on secdatabase.com)

FILER

CONSTELLATION BRANDS INC

CIK: **16918** | IRS No.: **160716709** | State of Incorporation: **DE** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **001-08495** | Film No.: **1521997**
SIC: **2080** Beverages

Mailing Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450

Business Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450
7162182169

BATAVIA WINE CELLARS INC

CIK: **914160** | IRS No.: **161222994** | State of Incorporation: **NY** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **033-70824-01** | Film No.: **1521998**

Mailing Address
116 BUFFALO
CANANDAIGUA NY 14424

Business Address
116 BUFFALO STREET
CANANDAIGUA NY 14424
7163947900

BARTON INC

CIK: **914167** | IRS No.: **363500366** | State of Incorporation: **DE** | Fiscal Year End: **0831**
Type: **8-K** | Act: **34** | File No.: **033-70824-07** | Film No.: **1521999**

Mailing Address
116 BUFFALO ST
CANANDAIGUA NY 14424

Business Address
116 BUFFALO STREET
CANANDAIGUA NY 14424
7163947900

BARTON BRANDS LTD /DE/

CIK: **914168** | IRS No.: **363185921** | State of Incorporation: **DE** | Fiscal Year End: **0831**
Type: **8-K** | Act: **34** | File No.: **033-70824-08** | Film No.: **1522000**

Mailing Address
116 BUFFALO
CANANDAIGUA NY 14424

Business Address
116 BUFFALO STREET
CANANDAIGUA NY 14424
7163947900

BARTON BEERS LTD

CIK: **914169** | IRS No.: **362855879** | State of Incorporation: **MD** | Fiscal Year End: **0831**
Type: **8-K** | Act: **34** | File No.: **033-70824-09** | Film No.: **1522001**

Mailing Address
116 BUFFALO
CANANDAIGUA NY 14424

Business Address
116 BUFFALO STREET
CANANDAIGUA NY 14424
7163947900

BARTON BRANDS OF CALIFORNIA INC

CIK: **914171** | IRS No.: **061048198** | State of Incorporation: **CT** | Fiscal Year End: **0831**
Type: **8-K** | Act: **34** | File No.: **033-70824-10** | Film No.: **1522002**

Mailing Address
116 BUFFALO
CANANDAIGUA NY 14424

Business Address
116 BUFFALO STREET
CANANDAIGUA NY 14424
7163947900

BARTON BRANDS OF GEORGIA INC

CIK: **914172** | IRS No.: **581215938** | State of Incorporation: **GA** | Fiscal Year End: **0831**
Type: **8-K** | Act: **34** | File No.: **033-70824-11** | Film No.: **1522003**

Mailing Address
116 BUFFALO
CANANDAIGUA NY 14424

Business Address
116 BUFFALO STREET
CANANDAIGUA NY 14424
7163947900

BARTON DISTILLERS IMPORT CORP

CIK: **914173** | IRS No.: **131794441** | State of Incorporation: **NY** | Fiscal Year End: **0831**
Type: **8-K** | Act: **34** | File No.: **033-70824-12** | Film No.: **1522004**

Mailing Address
116 BUFFALO
CANANDAIGUA NY 14424

Business Address
116 BUFFALO STREET
CANANDAIGUA NY 14424
7163947900

BARTON FINANCIAL CORP

CIK:**914174** | IRS No.: **510311795** | State of Incorp.:**DE** | Fiscal Year End: **0831**
Type: **8-K** | Act: **34** | File No.: **033-70824-13** | Film No.: **1522005**

Mailing Address
116 BUFFALO
CANANDAIGUA NY 14424

Business Address
116 BUFFALO STREET
CANANDAIGUA NY 14424
7163947900

STEVENS POINT BEVERAGE CO

CIK:**914175** | IRS No.: **390638900** | State of Incorp.:**WI** | Fiscal Year End: **0831**
Type: **8-K** | Act: **34** | File No.: **033-17673-13** | Film No.: **1522006**
SIC: **2080** Beverages

Mailing Address
116 BUFFALO
CANANDAIGUA NY 14424

Business Address
116 BUFFALO STREET
CANANDAIGUA NY 14424
7163947900

MONARCH IMPORT CO

CIK:**914179** | IRS No.: **363539106** | State of Incorp.:**IL** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **033-70824-16** | Film No.: **1522007**
SIC: **2080** Beverages

Mailing Address
116 BUFFALO
17TH FLOOR
CANANDAIGUA NY 14424

Business Address
235 N BLOOMFIELD RD
CANANDAIGUA NY 14424
7163947900

CANANDAIGUA WINE CO INC /NY/

CIK:**928683** | IRS No.: **161462887** | State of Incorp.:**NY** | Fiscal Year End: **0831**
Type: **8-K** | Act: **34** | File No.: **033-70824-19** | Film No.: **1522008**
SIC: **2080** Beverages

Mailing Address
116 BUFFALO
CANANDAIGUA NY 14424

Business Address
235 NORTH BLOOMFIELD
ROAD
CANANDAIGUA NY 14424
7163947900

CANANDAIGUA EUROPE LTD

CIK:**1051699** | IRS No.: **161195581** | State of Incorp.:**NY** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **333-40571-13** | Film No.: **1522009**
SIC: **2080** Beverages

Mailing Address
235 NORTH BLOOMFIELD
ROAD
CANANDAIGUA NY 14424

Business Address
235 NORTH BLOOMFIELD
ROAD
CANANDAIGUA NY 14424
7163934130

ROBERTS TRADING CORP

CIK:**1051701** | IRS No.: **160865491** | State of Incorp.:**NY** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **333-40571-14** | Film No.: **1522010**
SIC: **2080** Beverages

Mailing Address
235 NORTH BLOOMFIELD
ROAD
CANANDAIGUA NY 14424

Business Address
235 NORTH BLOOMFIELD
ROAD
CANANDAIGUA NY 14424
7163934130

POLYPHENOLICS INC

CIK:**1073188** | IRS No.: **161546354** | State of Incorp.:**NY** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **333-67037-15** | Film No.: **1522011**
SIC: **2080** Beverages

Mailing Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450

Business Address
433 AIRPORT BLVD
SUITE 403
BURLINGAME CA 94010
7163934130

CANANDAIGUA LTD

CIK:**1073189** | IRS No.: **161546354** | State of Incorp.:**NY** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **333-67037-16** | Film No.: **1522012**
SIC: **2080** Beverages

Mailing Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450

Business Address
200 ALDERSGATE STREET
LONDON ENGLAND
7163934130

ALLBERRY INC

CIK:**1089056** | State of Incorp.:**DE** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **333-91587-17** | Film No.: **1522013**
SIC: **2080** Beverages

Mailing Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450

Business Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450
716-218-21

CLOUD PEAK CORP

CIK:**1089057** | State of Incorp.:**DE** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **333-91587-18** | Film No.: **1522014**
SIC: **2080** Beverages

Mailing Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450

Business Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450
716-218-21

BARTON CANADA LTD

CIK:**1089059** | State of Incorp.:**DE** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **333-91587-20** | Film No.: **1522015**
SIC: **2080** Beverages

Mailing Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450

Business Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450
716-218-21

FRANCISCAN VINEYARDS INC

CIK:**1089064** | State of Incorp.:**DE** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **333-91587-21** | Film No.: **1522016**
SIC: **2080** Beverages

Mailing Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450

Business Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450
716-218-21

M V LEWIS CORP

CIK:**1089065** | State of Incorp.:**DE** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **333-91587-22** | Film No.: **1522017**
SIC: **2080** Beverages

Mailing Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450

Business Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450
716-218-21

MT VEEDER CORP

Mailing Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450

Business Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450

CIK: **1089066** | State of Incorporation: **DE** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **333-91587-23** | Film No.: **1522018**
SIC: **2080** Beverages

716-218-21

CANDANAIGUA B V

CIK: **1089067** | State of Incorporation: **DE** | Fiscal Year End: **0228**
Type: **8-K** | Act: **34** | File No.: **333-67037-17** | Film No.: **1522019**
SIC: **2080** Beverages

Mailing Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450

Business Address
300 WILLOWBROOK OFFICE
PARK
FAIRPORT NY 14450
716-218-21

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): February 1, 2001

COMMISSION FILE NUMBER 0-7570

DELAWARE	CONSTELLATION BRANDS, INC. and its subsidiaries:	16-0716709
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

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (716) 218-2169

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

Constellation Brands, Inc. released the following information on February 1, 2001:

CONSTELLATION SIGNS DEFINITIVE AGREEMENT TO ACQUIRE VENDANGE, TALUS, HERITAGE
AND OTHER SEBASTIANI WINE BRANDS
ACQUISITION STRENGTHENS LEADERSHIP POSITION IN GROWING WINE INDUSTRY

FAIRPORT, NEW YORK, February 1, 2001 - Constellation Brands, Inc. (NYSE: STZ, STZ.B) announced today that its Canandaigua Wine division has entered into a definitive agreement under which Canandaigua will purchase the assets of Turner Road Vintners, a division of Sebastiani Vineyards, Inc. Assets to be acquired in the transaction include the following brands: Vendange, the third largest selling wine in its category, Talus, one of the fastest growing premium wines, Heritage, Nathanson Creek, La Terre and Farallon, as well as two wineries located in Lodi, California.

Richard Sands, Chairman, Chief Executive Officer and President of Constellation, said, "This is an exciting acquisition for our Canandaigua Wine division. We continue to identify and take advantage of growth opportunities in the beverage alcohol markets, reinforcing the Constellation strategy to provide a wide range of products to satisfy an array of consumer preferences. These exceptional brands are also positioned in higher margin, faster growing segments of the wine industry."

Jon Moramarco, President of Canandaigua Wine, stated, "The acquisition of the Turner Road Vintners' brands is very strategic, adding seven million cases a year to our sales and filling a gap in our portfolio with well known brands in the \$4.00 to \$10.00 range. Constellation's Canandaigua Wine division will now have 20 of the top 100 wine brands in the United States."

The purchase price for the brands and related assets is approximately \$295 million. The Company intends to issue up to \$115 million of its Class A Common Stock (NYSE: STZ) in connection with this transaction, with the balance of the purchase price to be funded with debt. Net sales and earnings before interest, taxes, depreciation and amortization ("EBITDA") for the brands to be acquired for Turner Road's most recent fiscal year ended June 30, 2000, were approximately \$204 million and \$33 million, respectively, on unit volume of more than seven million cases. The transaction and its related financing are expected

to be slightly accretive to earnings per share in the first year. The transaction is subject to satisfaction of customary closing conditions.

Constellation will host a conference call to discuss additional details relative to this transaction. Detailed instructions for accessing the conference call are outlined below.

ABOUT CONSTELLATION

Constellation Brands, Inc., is a leader in the production, marketing and distribution of beverage alcohol brands in North America and the United Kingdom and is a leading drinks wholesaler in the United Kingdom. As the second largest supplier of wine, the second largest importer of beer and the fourth largest supplier of distilled spirits, Constellation Brands, Inc., is the largest single-source supplier of these products in the United States. With its broad product portfolio, comprised of brands in all major beverage alcohol categories, Constellation is distinctly positioned to satisfy the diverse needs of consumers. Leading brands in Constellation's portfolio include: Franciscan Oakville Estate, Simi, Estancia, Almaden, Arbor Mist, Black Velvet, Fleischmann's, Schenley, Ten High, Stowells of Chelsea, Blackthorn and the number one imported beer, Corona Extra. Constellation can be found on the Internet at www.cbrands.com.

This press release does not constitute and shall not be deemed an offering of any securities. Any such offering will be made only by means of a prospectus.

CONFERENCE CALL DETAILS

A conference call to discuss the details of this transaction will be hosted by Richard Sands, CEO, Tom Summer, CFO and Jon Moramarco, President, Canandaigua Wine Company on February 2, 2001, at 11:00 a.m. EST. The conference call can be accessed by dialing (800) 860-2442. A live listen-only web cast of the conference call is available on the Internet at Constellation's web site: www.cbrands.com under: Investor Information. If you are unable to participate in the conference call, a replay will be available by dialing (877) 344-7529 from approximately 12:30 p.m. on February 2, 2001 through February 10, 2001. Additionally, an audio replay will be available on Constellation's web site under: Investor Information Audio Archives section.

DIGITAL PLAYBACK INSTRUCTIONS - COURTESY OF CHORUS CALL

1. Dial 877-DIG-PLAY (877) 344-7529 or (412) 858-1440.
2. Enter 613 when prompted for an account number followed by the # sign.
3. Press 1 to play the recorded conference.
4. Enter 223157 when prompted for the conference # followed by the # sign.
5. Please clearly state your name and company name when prompted to do so followed by any key.
6. Press 1 to begin the conference call playback.

Note: You may press 0 at anytime during the conference call to hear the Detailed

Instructions Menu. You may press 2 at anytime during the conference call to stop the playback entirely. You will be placed in the Introduction Menu.

FORWARD LOOKING STATEMENTS

The Company makes forward-looking statements from time to time and desires to take advantage of the "safe harbor" which is afforded such statements under the Private Securities Litigation Reform Act of 1995 when they are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the 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, and in particular, (i) the Company's expectation that the transaction and its related financing will be slightly accretive to earnings per share in the first year and (ii) future unit volume sales of brands acquired in the transaction, 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. In addition to the risks and uncertainties of ordinary business operations, the forward-looking statements of the Company contained in this press release are also subject to the following risks and uncertainties: (i) the risk that the expected benefits of this acquisition will not be achieved or may be delayed; (ii) the risk that results of operations of this acquisition will be lower than expected; (iii) the risk that the acquired brands will not be integrated successfully or in a timely manner; (iv) the risk that the full impact of estimated synergies may not be realized; (v) the risk that additional costs may be identified during the course of settling the transaction that were not fully identified; (vi) the risk that wholesalers or retailers may give higher priority to products of our competitors (vii) the risk associated with the availability and costs of equity and debt financing, including costs associated with rising interest rates; (viii) the risk associated with changes in the availability and relative costs of raw materials and/or labor costs; (ix) the risk associated with changing market conditions; (x) the risk that advertising and marketing initiatives may not be as effective as anticipated; (xi) the risk associated with a change in general economic conditions; and (xii) the risk associated with changes in regulations or laws which govern the conduct of business. For other risk factors associated with the Company and its business please refer to our Securities and Exchange Commission filings.

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: January 4, 2001

By: /s/ Thomas S. Summer

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

SUBSIDIARIES

BATAVIA WINE CELLARS, INC.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Treasurer

CANANDAIGUA WINE COMPANY, INC.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Treasurer

CANANDAIGUA EUROPE LIMITED

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Treasurer

CANANDAIGUA LIMITED

Dated: January 4, 2001

By: /s/ Thomas S. Summer

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

POLYPHENOLICS, INC.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

ROBERTS TRADING CORP.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, President and
Treasurer

CANANDAIGUA B.V.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Chief
Financial Officer

FRANCISCAN VINEYARDS, INC.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

ALLBERRY, INC.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

CLOUD PEAK CORPORATION

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

M.J. LEWIS CORP.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

MT. VEEDER CORPORATION

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

BARTON INCORPORATED

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BRANDS, LTD.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BEERS, LTD.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BRANDS OF CALIFORNIA, INC.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BRANDS OF GEORGIA, INC.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON CANADA, LTD.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON DISTILLERS IMPORT CORP.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON FINANCIAL CORPORATION

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

STEVENS POINT BEVERAGE CO.

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

MONARCH IMPORT COMPANY

Dated: January 4, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

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