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CONSTELLATION BRANDS INC

Form 8-K

April 12, 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): April 10, 2001

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

(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)

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ITEM 5. OTHER EVENTS

Constellation Brands, Inc. released the following information on April 10, 2001:

CONSTELLATION ANNOUNCES ACQUISITION OF RAVENSWOOD WINERY

Sonoma Winery Noted for Zinfandel, Other Red Wines

Fairport, New York, April 10, 2001 -- Constellation Brands, Inc. (NYSE:STZ, STZ.B) and Ravenswood Winery, Inc. (Nasdaq: RVWD) announced today that they entered into a merger agreement under which Constellation will acquire Ravenswood, a leading premium wine producer based in Sonoma, California. Under the terms of the agreement, Constellation will pay \$29.50 in cash for each outstanding share of Ravenswood, or approximately \$148 million, and assume net debt, which is expected to be minimal at the time of close.

Ravenswood produces, markets and sells primarily red super-premium and ultra-premium wines exclusively under the Ravenswood brand name, including the number one super-premium Zinfandel in the United States. Ravenswood will be managed by Constellation's fine wine division, Franciscan Estates. Joel Peterson, Winemaker and President of Ravenswood, will become General Manager and Head Winemaker of the Ravenswood Winery with Justin Faggioli as General Manager and Chief Operating Officer. Both will report to Agustin Francisco Huneus, President of Franciscan Estates. Reed Foster, Chairman and Chief Executive Officer of Ravenswood, will remain a valued part of the management team.

Richard Sands, Chairman, Chief Executive Officer and President of Constellation, said, "The addition of Ravenswood to our fine wine portfolio demonstrates Constellation's continued strategic investment in the fastest-growing segment of the beverage alcohol market. The acquisition of Ravenswood, along with Franciscan Oakville Estate, Simi, Quintessa, Mount Veeder, Veramonte and Estancia, gives us the most sought after fine wine portfolio. This acquisition demonstrates our ongoing commitment to provide consumers with a range of the highest quality wines."

Huneus added, "At Franciscan Estates, we are committed to producing wines with a reason for being that are meaningful and representative in their categories, easy to sell, and appealing to a wide range of consumers for their quality and value. Ravenswood's wines are well known for their unique character and their strong relationship between quality, value and price. Ravenswood is a perfect fit with our portfolio."

Joel Peterson said, "Constellation and Franciscan Estates value our hand-crafted approach to winemaking, and have the resources and infrastructure to help Ravenswood expand the number of consumers who can enjoy our wines. I look forward to working with Agustin Francisco Huneus, and to continuing our strong relationships with our first-rate growers."

Constellation intends to finance the acquisition with up to one-third equity capital and the balance with debt. The transaction and its related financings are expected to be neutral to earnings in Constellation's fiscal year ending February 28, 2002. The transaction is subject to satisfaction of customary closing conditions and is expected to close mid to late June, 2001.

For Ravenswood's latest twelve months ("LTM") ended December 31, 2000, gross sales and volume were approximately \$37.9 million and 444,000 cases, representing an increase of 30 percent and 25 percent, respectively, over the prior twelve-month period. Reported earnings before interest, taxes, depreciation and amortization ("EBITDA") for the LTM ended December 31, 2000 were \$11.7 million. Based on trends through March, Ravenswood anticipates EBITDA to be approximately \$12.5 million for the LTM ended March 31, 2001.

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

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CONFERENCE CALL DETAILS

Constellation will be reporting financial results for the Fourth Quarter and the Full Year ended February 28, 2001, on Thursday, April 12, 2001. A conference call to discuss the merger agreement with Ravenswood, the Fourth Quarter and Full Year financial results and expectations for Fiscal Year 2002, will be hosted by Richard Sands, Chairman and CEO, and Tom Summer, CFO, on Thursday, April 12, 2001 at 10:00 a.m. EDT.

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, and at www.streetfusion.com. If you are unable to participate in the conference call, there will be a replay available by dialing (877) 344-7529 from approximately 12:00 p.m. EDT on Thursday, April 12, 2001 through 12:00 a.m. EDT Friday, April 20, 2001.

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. 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, composed of brands in all major beverage alcohol categories, Constellation believes it is distinctly positioned to satisfy an array of consumer preferences. Leading brands in Constellation's portfolio include: Franciscan Oakville Estate, Simi, Estancia, Almaden, Arbor Mist, Talus, Vendange, Alice White, Black Velvet, Fleischmann's, Schenley, Ten High, Stowells of Chelsea, Blackthorn, Modelo Especial, St. Pauli Girl and the number one imported beer, Corona Extra.

ABOUT RAVENSWOOD

Ravenswood Winery, Inc. is based in Sonoma, California and produces, markets and sells primarily super-premium and ultra-premium wines exclusively under the Ravenswood brand name. The majority of the wines produced and sold by Ravenswood are red wines, including Merlot, Cabernet Sauvignon and particularly, Zinfandel. Ravenswood also produces several white wines, including Chardonnay.

Investors and stockholders are urged to read the proxy statement regarding the merger that will be filed by Ravenswood with the Securities and Exchange Commission ("Commission"). The proxy statement will contain important information that stockholders should consider before making any decision regarding the proposed merger. Constellation, Ravenswood and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Ravenswood in favor of the merger. Additional information concerning the interests of such participants in the proposed merger, if any, will be included in the proxy statement or statements and other relevant documents to be filed with the Commission by Ravenswood. Investors and stockholders may obtain a free copy of the proxy statement (when it is available) and other documents filed by Ravenswood at the Commission's Web site at www.sec.gov. In addition to the proxy statement, Ravenswood files annual, quarterly and special reports, proxy statements and other information with the Commission.

FORWARD-LOOKING STATEMENTS

Constellation and Ravenswood each make forward-looking statements from time to time and desire 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.

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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 Constellation's expectation that the acquisition and its related financing will be neutral to earnings per share in Fiscal Year 2002, which expectation is based upon achieving certain sales projections, meeting certain cost targets and successfully integrating the acquired business, should not be construed in any manner as a guarantee that such results will in fact occur. Ravenswood's expectation that its financial statements will reflect \$12.5 million of EBITDA for the LTM ended March 31, 2001 is subject to the March 31, 2001 quarterly review by Ravenswood's auditors. Statements regarding the expected closing of the transaction are subject to the risk that the closing conditions will not be satisfied, including the risk that regulatory approvals will not be obtained or the shareholders of Ravenswood will not approve the merger and that the merger will not be consummated. 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, Ravenswood and their businesses, please refer to their respective 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: April 11, 2001

By: /s/ Thomas S. Summer

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

SUBSIDIARIES

BATAVIA WINE CELLARS, INC.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Treasurer

CANANDAIGUA WINE COMPANY, INC.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Treasurer

CANANDAIGUA EUROPE LIMITED

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Treasurer

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CANANDAIGUA LIMITED

Dated: April 11, 2001

By: /s/ Thomas S. Summer

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

POLYPHENOLICS, INC.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

ROBERTS TRADING CORP.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, President and
Treasurer

CANANDAIGUA B.V.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Chief
Financial Officer

FRANCISCAN VINEYARDS, INC.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

ALLBERRY, INC.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

CLOUD PEAK CORPORATION

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

M.J. LEWIS CORP.

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Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

MT. VEEDER CORPORATION

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer

BARTON INCORPORATED

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BRANDS, LTD.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BEERS, LTD.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BRANDS OF CALIFORNIA, INC.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON BRANDS OF GEORGIA, INC.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON CANADA, LTD.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

BARTON DISTILLERS IMPORT CORP.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

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BARTON FINANCIAL CORPORATION

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

STEVENS POINT BEVERAGE CO.

Dated: April 11, 2001

By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President

MONARCH IMPORT COMPANY

Dated: April 11, 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.

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(99) ADDITIONAL EXHIBITS

None