

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) September 30, 2020

**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**  
(IRS Employer  
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))

Securities registered pursuant to Section 12(b) of the Act:

<b><u>Title of Each Class</u></b>	<b><u>Trading Symbol(s)</u></b>	<b><u>Name of Each Exchange on Which Registered</u></b>
Class A Common Stock	STZ	New York Stock Exchange
Class B Common Stock	STZ.B	New York Stock Exchange

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. ☐

**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(d)      Election of Directors**

On September 30, 2020, the Board of Directors of Constellation Brands, Inc. (“Constellation” or the “Company”) took action to expand the Board from twelve (12) to thirteen (13) members, effective January 4, 2021. Also on September 30, 2020, the Board of Directors took action to fill the additional Board seat by electing Nicholas I. Fink to serve as a member of the Board of Directors effective January 4, 2021.

Mr. Fink, age 45, has served as Chief Executive Officer of Fortune Brands Home & Security, Inc. (NYSE: FBHS) (“Fortune Brands”) since January 2020. From March 2019 to January 2020, he served as President and Chief Operating Officer of Fortune Brands. From July 2016 to March 2019, he served as President of Fortune Brands’ Global Plumbing Group. From June 2015 to July 2016, Mr. Fink served as Senior Vice President of Global Growth and Development of Fortune Brands. Prior to that, he served as President, Asia Pacific and South America of Beam Suntory, Inc., a global spirits company. As a current chief executive officer, Mr. Fink brings to the Board his expertise in executive leadership, extensive beverage alcohol, international business, and legal experience, and a proven track record of leveraging consumer insights to meet consumer needs in fast moving, highly regulated markets. Mr. Fink is a member of the Board of Directors of Fortune Brands.

The Board considers Mr. Fink to be an independent director under the Company’s categorical standards of independence and applicable New York Stock Exchange requirements. As a non-management member of the Board, it is anticipated that Mr. Fink will receive the compensation paid to non-management directors for service on the Board and its committees. However, as his service will commence outside the annual meeting timeframe, it is anticipated that the amount of his annual cash retainer, and the number of shares subject to his annual stock option grants and restricted stock unit awards, will be prorated from the date his service commences to the scheduled date of the Company’s next annual meeting of stockholders at which directors are elected. A description of the non-management director compensation program, filed as Exhibit 10.6 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2019, is incorporated herein by reference. Mr. Fink’s committee appointments will be determined at a subsequent date.

There are no arrangements or understandings between Mr. Fink 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. Fink that are required to be disclosed by Item 404(a) of Regulation S-K.

**Item 7.01      Regulation FD Disclosure.**

On October 2, 2020, 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 Nicholas I. Fink as a member of the Company’s Board of Directors effective on January 4, 2021.

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.**

For the exhibits that are furnished or filed herewith, see the Index to Exhibits immediately following.

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## INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
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- |        |  |
|--------|--|
| (10)   | MATERIAL CONTRACTS   |
| (10.1) | <a href="#">Description of Compensation Arrangements, as of January 1, 2020, for Non-Management Directors (filed as Exhibit 10.6 to the Company's Quarterly Report of Form 10-Q for the fiscal quarter ended November 30, 2019).</a> * |
| (99)   | ADDITIONAL EXHIBITS  |
| (99.1) | <a href="#">News Release of Constellation Brands, Inc. dated October 2, 2020 (filed herewith).</a>   |

\* Designates management contract or compensatory plan or arrangement.

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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: October 2, 2020

CONSTELLATION BRANDS, INC.

By: /s/ Garth Hankinson  
Garth Hankinson  
Executive Vice President and  
Chief Financial Officer



# PRESS RELEASE

#WORTHREACHINGFOR



## CONSTELLATION BRANDS ELECTS NICHOLAS FINK OF FORTUNE BRANDS HOME & SECURITY, INC. TO ITS BOARD OF DIRECTORS

**VICTOR, N.Y., Oct. 2, 2020** - Constellation Brands, Inc. (NYSE: STZ and STZ.B), a leading beverage alcohol company, announced today the election of Nicholas I. Fink, chief executive officer of Fortune Brands Home & Security, Inc., to serve as a member of its board of directors, effective as of the close of business on January 4, 2021. This election increases the size of Constellation's board from 12 to 13 members.

"We are excited to welcome Nick to our board of directors," said Rob Sands, Constellation Brands' Executive Chair of the Board of Directors. "Nick brings extensive beverage alcohol, international business, and legal experience, and has a proven track record of leveraging consumer insights to meet consumer needs in fast moving, highly regulated markets. Nick will serve as a tremendous asset for our board as we work to continue building industry-leading brands people love and remain focused on our proven strategy of long-term, profitable, and sustainable growth."

In January 2020, Fink was appointed as chief executive officer of Fortune Brands Home & Security, Inc., a Fortune 500 global home and security products manufacturer of trusted, well-known brands such as MasterBrand Cabinets, Moen, Master Lock, SentrySafe, and more. Previously, Fink served as president and chief operating officer for the company and focused on identifying opportunities to maximize the company's growth potential. Before joining Fortune Brands in 2015, Fink held several roles with increasing levels of responsibility at present-day Beam Suntory, Inc., including president, Asia Pacific and South America, and chief strategy officer.

"I'm thrilled to join the board of directors at Constellation Brands, one of the fastest-growing CPG companies over the last several years," said Fink. "I've long admired Constellation from my time in the industry and remain impressed by the company's ability to stay at the forefront of consumer trends. I look forward to working with the rest of the board and lending my perspective to help sustain the company's success well into the future."

Fink earned his bachelor's degree from the Institut d'Etudes Des Relations Internationales in Paris, France, and a law degree from Northwestern University.

### ABOUT CONSTELLATION BRANDS

At Constellation Brands (NYSE: STZ and STZ.B), our mission is to build brands that people love because we believe sharing a toast, unwinding after a day, celebrating milestones, and helping people connect, are Worth Reaching For. It's worth our dedication, hard work, and the bold calculated risks we take to deliver more for our consumers, trade partners, shareholders, and communities in which we live and work. It's what has made us one of the fastest-growing large CPG companies in the U.S. at retail, and it drives our pursuit to deliver what's next.

Today, we are a leading international producer and marketer of beer, wine, and spirits with operations in the U.S., Mexico, New Zealand, and Italy. Every day, people reach for our high-end, iconic imported beer brands such as Corona Extra, Corona Light, Corona Premier, Modelo Especial, Modelo Negra, and Pacifico, and our high-quality premium wine and spirits brands, including the Robert Mondavi Brand Family, Kim Crawford, Meiomi, The Prisoner Brand Family, SVEDKA Vodka, Casa Noble Tequila, and High West Whiskey.



Constellation Brands  
WORTH REACHING FOR

# PRESS RELEASE

But we won't stop here. Our visionary leadership team and passionate employees from barrel room to boardroom are reaching for the next level, to explore the boundaries of the beverage alcohol industry and beyond. Join us in discovering what's Worth Reaching For.

To learn more, follow us on Twitter [@cbrands](https://twitter.com/cbrands) and visit [www.cbrands.com](http://www.cbrands.com).

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## MEDIA CONTACTS

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## INVESTOR RELATIONS CONTACTS

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**Nicholas I. Fink**  
CEO, Fortune Brands Home & Security, Inc.