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CONSTELLATION BRANDS INC
Form 8-K/A
July 18, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 2)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 27, 2003

Constellation Brands, Inc.

(Exact name of registrant as specified in its charter)

001-08495

(Commission File Number)

Delaware

(State or other jurisdiction
of incorporation)

16-0716709

(IRS Employer
Identification No.)

300 WillowBrook Office Park, Fairport, New York 14450

(Address of principal executive offices) (Zip Code)

(585) 218-3600

(Registrant's telephone number, including area code)

Not Applicable

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

EXPLANATORY NOTE

The Registrant is filing this Current Report on Form 8-K/A (Amendment No. 2) to amend and restate in its entirety Item 7 of its Current Report on Form 8-K/A (Amendment No. 1) dated March 27, 2003 and filed on June 9, 2003 in order to amend the pro forma financial information and include an exhibit required by Item 7. The Registrant's Current Report on Form 8-K/A (Amendment No. 1) amended the Registrant's Current Report on Form 8-K dated March 27, 2003 and filed on April 9, 2003.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) FINANCIAL STATEMENTS OF BUSINESS ACQUIRED.

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The financial statements required by this item and included in this Report are the BRL Hardy Limited (now known as Hardy Wine Company Limited) consolidated statements of financial position as at 31 December 2002 and 31 December 2001 and the related consolidated statements of financial performance and consolidated statements of cash flows for each of the two years in the period ended 31 December 2002, together with the notes thereto, and the report of PricewaterhouseCoopers, chartered accountants, thereon.

(b) PRO FORMA FINANCIAL INFORMATION.

The pro forma financial information required by this item and included in this Report are the unaudited pro forma condensed combined balance sheet as of February 28, 2003, the unaudited pro forma combined statement of income for the year ended February 28, 2003, and the notes thereto.

(c) EXHIBITS.

The following exhibits are filed as part of this Form 8-K/A.

| Exhibit No. | Description |
|-------------|--|
| 2.1 | Implementation Deed dated 17 January 2003 between Constellation Brands, Inc. and BRL Hardy Limited. |
| 2.2 | Transaction Compensation Agreement dated 17 January 2003 between Constellation Brands, Inc. and BRL Hardy Limited. |
| 2.3 | No Solicitation Agreement dated 13 January 2003 between Constellation Brands, Inc. and BRL Hardy Limited. |
| 2.4 | Backstop Fee Agreement dated 13 January 2003 between Constellation Brands, Inc. and BRL Hardy Limited. |
| 2.5 | Letter Agreement dated 6 February 2003 between Constellation Brands, Inc. and BRL Hardy Limited. |
| 4.1 | Amended and Restated Credit Agreement, dated as of March 19, 2003, among Constellation Brands, Inc. and certain of its subsidiaries, the lenders named therein, JPMorgan Chase Bank, as Administrative Agent, and JPMorgan Europe Limited, as London Agent. |
| 4.2 | Amended and Restated Bridge Loan Agreement, dated as of January 16, 2003 and amended and restated as of March 26, 2003, among Constellation Brands, Inc. and certain of its subsidiaries, the lenders named therein, and JPMorgan Chase Bank, as Administrative Agent. |
| 23.1 | Consent of PricewaterhouseCoopers dated July 17, 2003. |

BRL HARDY LIMITED

ABN 86 008 273 907

AND ITS CONTROLLED ENTITIES

2002

FINANCIAL REPORT

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STATEMENTS OF FINANCIAL PERFORMANCE

| | | CON |
|---|-------|-----------|
| | | 2002 |
| FOR THE YEAR ENDED 31 DECEMBER 2002 | Notes | \$'000 |
| ----- | ----- | ----- |
| Revenue from operating activities | 2 | 854,142 |
| Other revenue | 2 | 16,194 |
| | | ----- |
| REVENUE FROM ORDINARY ACTIVITIES | | 870,336 |
| Cost of goods sold | | (511,153) |
| Selling, distribution and marketing expenses | | (208,353) |
| Administration and other expenses | | (29,484) |
| Share of net profits of associates and joint venture partnerships | 11 | 23,280 |
| | | ----- |
| Profit from ordinary activities before borrowing costs and income tax expense | | 144,626 |
| Borrowing costs | 3 | (25,273) |
| | | ----- |
| PROFIT FROM ORDINARY ACTIVITIES BEFORE INCOME TAX EXPENSE | | 119,353 |
| Income tax expense | 4 | (35,191) |
| | | ----- |
| NET PROFIT | | 84,162 |
| Net (profit)/loss attributable to outside equity interests | 27 | 176 |
| | | ----- |
| NET PROFIT ATTRIBUTABLE TO MEMBERS OF BRL HARDY LIMITED | | 84,338 |
| | | ----- |
| Net increase/(decrease) in asset revaluation reserve | 23 | (225) |
| Net increase/(decrease) in foreign currency translation reserve | 23 | 295 |
| | | ----- |
| TOTAL REVENUES, EXPENSES AND VALUATION ADJUSTMENTS ATTRIBUTABLE TO MEMBERS OF BRL HARDY LIMITED RECOGNISED DIRECTLY IN EQUITY | | 70 |
| | | ----- |
| TOTAL CHANGES IN EQUITY FROM NON-OWNER TRANSACTIONS | | 84,408 |
| | | ===== |
| EARNINGS PER SHARE | 35 | Cents |
| Basic earnings per share | | 48.2 |
| Diluted earnings per share | | 47.7 |