

# MOLSON COORS BREWING CO

## FORM S-3MEF

(Registration of Additional Securities (up to 20%))

Filed 11/14/2000

Address	P.O. BOX 4030, MAIL #NH375 GOLDEN, Colorado 80401
Telephone	303-277-3271
CIK	0000024545
Industry	Beverages (Alcoholic)
Sector	Consumer/Non-Cyclical
Fiscal Year	12/28

REGISTRATION STATEMENT NO. 333-

---

---

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-3**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**ADOLPH COORS COMPANY**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

COLORADO  
(STATE OF INCORPORATION)

84-0178360  
(I.R.S. EMPLOYER IDENTIFICATION NO.)

**311 10TH STREET  
P.O. BOX 4030  
GOLDEN, COLORADO 80401-0030  
(303) 279-6565**

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING  
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

---

**M. CAROLINE TURNER  
GENERAL COUNSEL  
ADOLPH COORS COMPANY  
311 10TH STREET  
P.O. BOX 4030  
GOLDEN, COLORADO 80401-0030  
(303) 279-6565**

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,  
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

---

**COPIES OF ALL COMMUNICATIONS, INCLUDING ALL COMMUNICATIONS SENT TO THE AGENT FOR  
SERVICE, SHOULD BE SENT TO:**

DONALD SALCITO, ESQ.  
PERKINS COIE LLP  
1899 WYNKOOP STREET, SUITE 700  
DENVER, CO 80202-1043  
(303) 291-2322

JEFFREY SMALL, ESQ.  
DAVIS POLK & WARDWELL  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017  
(212) 450-4000

---

**APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as**

practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. [ ]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-48194

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the Prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

### CALCULATION OF REGISTRATION FEE

TITLE OF SHARES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Class B Common Stock (Non-Voting), without par value.....	920,000 shares	\$66.6875	\$61,352,500	\$16,197.06

(1) The proposed maximum offering price per share is based on the proposed offering price for the shares of the Company's Class B Common Stock offered hereby.

**INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT  
ON FORM S-3 FILE NO. 333-48194**

This Registration Statement is filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), by the Adolph Coors Company (the "Company"). This Registration Statement incorporates by reference the contents of the Registration Statement on Form S-3 (Registration No. 333-48194) which was declared effective by the Commission on November 14, 2000, including each of the documents filed by the Company with the Securities and Exchange Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

**CERTIFICATION**

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on November 15, 2000, (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than November 15, 2000.

**EXHIBITS**

EXHIBIT NO. -----	DESCRIPTION -----
5.1	Opinion of Perkins Coie LLP regarding the legality of the securities being registered
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Perkins Coie LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page to Registration Statement, File No. 333-48194, filed October 19, 2000 and incorporated by reference herein)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Golden, Colorado, on the 14th day of November, 2000.

### ADOLPH COORS COMPANY

By:           /s/ Peter H. Coors          

Name: Peter H. Coors

Title: President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURES -----	TITLE -----	DATE -----
* ----- Peter H. Coors	Principal Executive Officer and Director	November 14, 2000
* ----- Timothy V. Wolf	Principal Financial Officer	November 14, 2000
* ----- Olivia M. Thompson	Controller and Principal Accounting Officer	November 14, 2000
* ----- William K. Coors	Director	November 14, 2000
* ----- W. Leo Kiely III	Director	November 14, 2000
----- Luis G. Nogales	Director	
----- Pamela H. Patsley	Director	
----- Wayne R. Sanders	Director	November 14, 2000
* ----- Albert C. Yates	Director	November 14, 2000
* /s/ PETER H. COORS ----- Attorney-in-fact		

## EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
5.1	Opinion of Perkins Coie LLP regarding the legality of the securities being registered
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Perkins Coie LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page to Registration Statement, File No. 333-48194, filed October 19, 2000 and incorporated by reference herein)

**EXHIBIT 5.1**

November 14, 2000

Board of Directors  
Adolph Coors Company  
311 10th Street  
Golden, CO 80401-0030

**RE: OPINION RE: LEGALITY**

Dear Sirs and Mesdames:

We have acted as outside counsel to Adolph Coors Company, a Colorado corporation (the "Company"), in connection with the preparation, execution, and filing with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Act"), of a Registration Statement (no. 333-48194) on Form S-3 (as amended through the date hereof, the "Initial Registration Statement") and the Registration Statement on Form S-3 to be filed on November 14, 2000, pursuant to Rule 462(b) promulgated under the Act and in connection with the filing of the Initial Registration Statement, concerning the registration of nine hundred twenty thousand (920,000) additional Class B Common Stock (Non-Voting), without par value (the "Rule 462(b) Registration Statement") (the Initial Registration Statement and the Rule 462(b) Registration Statement, as may be amended or supplemented, are referred to hereafter, collectively, as the "Registration Statements"). This opinion is furnished to you for filing with the Commission pursuant to Item 601(b)(5) of Regulation S-K, promulgated under the Act.

The Registration Statements cover resales by certain selling shareholders listed in the Registration Statements (the "Selling Shareholders") of certain shares of the Company's Class B Common Stock (Non-Voting), without par value (the "Class B Stock"), to the public pursuant to an underwriting agreement by and among the Company, the Selling Shareholders, and Morgan Stanley Dean Witter, Goldman, Sachs & Co., J.P. Morgan & Co., and Banc of America Securities LLC, as representatives of the underwriters (the "Underwriting Agreement").

In our representation of the Company, we have examined (1) the Registration Statements, (2) the Company's Amended and Restated Articles of Incorporation and

Bylaws, (3) the resolutions of the Company's Board of Directors as recorded in the Company's minute book, (4) the resolutions of the Company's Special Committee formed in connection with the Registration Statement as recorded in the Company's minute book, (5) the form of the Underwriting Agreement filed with the Commission as Exhibit 1.1 to the Registration Statement, (6) certain certificates executed by officers of the Company or its transfer agent, and (7) such other documents and instruments as we have considered necessary for the purposes of rendering the opinions expressed below.

Based upon the foregoing, we are of the opinion that the nine hundred twenty thousand (920,000) shares of Class B Stock, which are the subject of the 462(b) Registration Statement and were issued by the Company to the Selling Shareholders, have been duly authorized and validly issued and are fully paid and non-assessable.

The opinions expressed herein are limited to the laws of the Colorado Business Corporation Act and the Act.

We hereby consent to the use of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the heading "Legal Matters" in related prospectuses. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

*/s/ Perkins Coie LLP*  
-----  
*Perkins Coie LLP*

SCS:scs



**EXHIBIT 23.1**

**CONSENT OF INDEPENDENT ACCOUNTANTS**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 to be filed pursuant to Rule 462 of our report dated February 9, 2000 related to the consolidated financial statements of Adolph Coors Company and its subsidiaries, which appears in the Registration Statement on Form S-3, as amended as of October 27, 2000. We also consent to the incorporation by reference in this Registration Statement of our report dated February 9, 2000 relating to the financial statement schedule which appears in the Adolph Coors Company's Annual Report on Form 10-K for the year ended December 26, 1999. We also consent to the incorporation by reference in the Registration Statement of the references to us under the heading "Experts", "Summary Historical Consolidated Financial Data" and "Selected Historical Consolidated Financial Data" in the Registration Statement on Form S-3, as amended as of October 27, 2000.

*/s/ PricewaterhouseCoopers LLP*

-----  
*PricewaterhouseCoopers LLP  
Denver, Colorado  
November 14, 2000*

---

**End of Filing**

Powered By  EDGAR Online

**© 2005 | EDGAR Online, Inc.**