
**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): **May 30 , 2012**

MOLSON COORS BREWING COMPANY

(Exact name of registrant as specified in its charter)

Commission File Number: **1-14829**

Delaware
(State or other jurisdiction of
incorporation)

84-0178360
(IRS Employer
Identification No.)

1225 17th Street, Suite 3200, Denver, Colorado 80202
1555 Notre Dame Street East, Montréal, Québec, Canada, H2L 2R5
(Address of principal executive offices, including zip code)

(303) 927-2337 / (514) 521-1786
(Registrant's telephone number, including area code)

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:

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

Amendment to Incentive Compensation Plan

On May 30, 2012, the Company's stockholders approved an amendment to the Company's Incentive Compensation Plan (the "Plan") to provide for an increase in the number of shares authorized for issuance under the Plan by an additional 5,000,000 shares to an aggregate total of 20,000,000 shares of Class B common stock.

The Plan (as amended by the above-described amendment, the "Amended Plan") authorizes the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, performance units and performance shares, which may be granted to employees (including employees of our affiliates), directors and certain third-party service providers participating in the Amended Plan. Up to 20,000,000 shares of the Company's Class B common stock may be granted under the Amended Plan. A full description of the Amended Plan may be found in Proposal No. 3 of the Company's definitive proxy statement filed with the Securities and Exchange Commission ("SEC") on April 18, 2012.

Director Appointments

On May 31, 2012, the Board of Directors of the Company appointed Roger Eaton and Louis Vachon to serve as members of the Company's Board. A copy of the press release issued by the Company in connection with such appointments is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

The Committees of the Board to which Messrs. Eaton and Vachon will be appointed have not been determined as of the date of this filing. As compensation for their service on the Board, Messrs. Eaton and Vachon will receive the Company's standard compensation for non-employee directors as described in the Company's definitive proxy statement filed with the SEC on April 18, 2012. There are no understandings or arrangements between either of Messrs. Eaton or Vachon and any other person pursuant to which they were selected as a director.

Gavin Hattersley Compensation

As previously announced, the Company appointed Gavin Hattersley as its Chief Financial Officer, effective at and contingent upon the closing of the Company's acquisition of StarBev Holdings S.à r.l. ("StarBev"). On May 30, 2012, the Company's Compensation Committee approved the terms of Mr. Hattersley's compensation package. The material terms include: (i) an annual base salary of \$556,400, (ii) eligibility to earn an annual bonus targeted at 75% of base salary, (iii) annual long term equity incentive awards targeted at a grant date fair value of \$1 million, (iv) a one time equity grant with a grant date fair value of \$750,000 consisting of one-half restricted stock units and one-half stock options, and (v) one time relocation costs. Mr. Hattersley will also be eligible to participate in the Company's benefit plans, including the Severance Pay Plan and Change in Control program. Mr. Hattersley will not be eligible to receive any excise tax gross ups.

Stewart Glendinning Compensation

As previously announced, the Company appointed Stewart Glendinning, the Company's current Chief Financial Officer, as President and Chief Executive Officer of its UK and Ireland business unit, effective at and contingent upon the closing of the Company's acquisition of StarBev. In connection with this appointment, on May 30, 2012, the Company's Compensation Committee approved the terms of Mr. Glendinning's compensation package, which included a grant of restricted stock units with a value of \$300,000 to Mr. Glendinning on the first trading day of the month following the closing of the Company's acquisition of StarBev. The other terms of Mr. Glendinning's compensation remain materially unchanged.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of the stockholders of the Company was held on May 30, 2012, in Denver, Colorado, at which the following matters were submitted to a vote of the stockholders:

(a) Votes regarding the election of the persons named below as Directors for a term expiring in 2013 were as follows:

CLASS A DIRECTORS:	For	Withheld	Broker Non-Votes
Francesco Bellini	5,115,959	30,733	14,675
Peter H. Coors	5,115,648	31,044	14,675
Christien Coors Ficeli	5,115,909	30,783	14,675
Brian D. Goldner	5,115,648	31,044	14,675
Franklin W. Hobbs	5,115,934	30,758	14,675
Andrew T. Molson	5,115,748	30,944	14,675
Geoffrey E. Molson	5,116,059	30,633	14,675
Iain J.G. Napier	5,115,648	31,044	14,675
Peter Swinburn	5,115,959	30,733	14,675
Douglas D. Tough	5,145,931	761	14,675
CLASS B DIRECTORS:	For	Withheld	Broker Non-Votes
Charles M. Herington	94,956,518	48,271,511	0
H. Sanford Riley	94,034,101	49,193,928	0

(b) Votes regarding the ratification of the appointment of PricewaterhouseCoopers as the Company's independent registered public accounting firm for the fiscal year ending December 29, 2012 were as follows:

For	Against	Abstain
5,160,952	0	415

(c) Votes regarding approval of the amendment to the Molson Coors Brewing Company Incentive Compensation Plan were as follows:

For	Against	Abstain	Broker Non-Votes
5,114,316	32,162	214	14,675

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Amendment No. 1 to the Molson Coors Brewing Company Incentive Compensation Plan.

99.1 Press Release of Molson Coors Brewing Company, dated June 1, 2012, announcing the appointments of Roger Eaton and Louis Vachon to the Board of Directors.

Signature

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.

MOLSON COORS BREWING COMPANY

Date: June 4, 2012

By: /s/ Samuel D. Walker
Samuel D. Walker
Chief People and Legal Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to the Molson Coors Brewing Company Incentive Compensation Plan.
99.1	Press Release of Molson Coors Brewing Company, dated June 1, 2012, announcing the appointments of Roger Eaton and Louis Vachon to the Board of Directors.

**AMENDMENT NO. 1
TO
MOLSON COORS BREWING COMPANY
INCENTIVE COMPENSATION PLAN**

The Molson Coors Brewing Company (the “Company”) Incentive Compensation Plan (the “Plan”) is hereby amended as follows:

Article 4.1 is hereby amended in its entirety to read as follows:

“ 4.1 Number of Shares Available for Awards.

- (a) Subject to adjustment as provided in Section 4.4 herein, the maximum number of Shares available for issuance to Participants under the Plan (the “Share Authorization”) shall be 20,000,000 Shares, plus the number of Shares that remain available for issuance under the Adolph Coors Company Equity Incentive Plan as of the Effective Date (increased by any Shares subject to any then-outstanding award under such plan which upon the lapse, expiration or cancellation exercise or other settlement of such award are either not issued or are withheld by the Company and adjusted for the two-to-one stock split on October 3, 2007).
- (b) Subject to the limit set forth in Section 4.1(a) on the number of Shares that may be issued in the aggregate under the Plan, the maximum number of Shares that may be issued pursuant to ISOs shall be 20,000,000.”

Except as modified herein, the Plan shall remain in full force and effect.



FOR IMMEDIATE RELEASE:

**MOLSON COORS BREWING COMPANY NAMES
ROGER EATON AND LOUIS VACHON TO BOARD OF DIRECTORS**

DENVER, Colo., and MONTREAL, Quebec — June 1, 2012 — Molson Coors Brewing Company (NYSE: TAP; TSX) today announced that consumer retail executive Roger Eaton and banking executive Louis Vachon will join its Board of Directors, effective immediately.

Eaton is Chief Operations Officer for Yum! Brands, Inc. (NYSE: YUM), the world’s largest restaurant company in terms of system restaurants with nearly 36,000 restaurants in more than 117 countries and territories. Vachon is President, Chief Executive Officer and Director of the National Bank of Canada, the sixth largest bank in Canada with branches in almost every province and 2.4 million clients.

“We are fortunate to have attracted Roger and Louis to join our board of directors and look forward to benefitting from their powerful combination of business experiences,” said Andrew Molson, Chairman of Molson Coors Brewing Company. “Roger brings a strong global perspective and extensive knowledge of brand marketing across international markets. Louis brings invaluable banking experience and a deep knowledge of the financial sector. Together they will provide tremendous capabilities and insight as Molson Coors continues to build growth, scale and profits in the global beer industry.”

Eaton and Vachon join the Molson Coors Board of Directors as independent directors, replacing retiring directors John Cleghorn and David O’Brien. With the appointment of Eaton and Vachon, the Molson Coors Board of Directors comprises fourteen directors.

About Roger Eaton

Eaton assumed the role of Chief Operations Officer of Yum Brands, Inc. in February 2012. He also oversees the Asia FBU (Franchise Business Unit) and the KFC and Pizza Hut SOPAC (South Pacific) business for the Company’s international division, Yum! Restaurants International (YRI). Prior to that Eaton was CEO of KFC and Yum! Operational Excellence. Eaton has also held several international positions at the company, including Senior Vice President, Regional Operations Director, General Manager and Finance Director in the South Pacific, Australia and New Zealand.

Prior to his time at Yum! Brands, Inc., Eaton was employed by Hoyts Corporation — one of the world’s leading entertainment companies — where he served as Chief Operating Officer of Hoyts Cinemas Australia Limited and President of Hoyts USA Limited. He also worked as General Manager of Finance for Hoyts Pty Ltd, the private holding company of Hoyts Entertainment Ltd and Hoyts Media Ltd.

Eaton holds a diploma in accounting and a bachelor’s degree in commerce, both from the University of Natal — Durban in South Africa. He is a member of the Australia Institute of Chartered Accountants.

About Louis Vachon

Vachon assumed the role of President, Chief Executive Officer of the National Bank of Canada in June 2007 and has served as a member of the Bank’s board of directors since 2007. He also currently serves on the board of directors for the Conseil des Gouverneurs Associes de l’Universite de Montreal and the Canadian Council of Chief Executives, and he has held other board positions, as well.

Vachon has been with the National Bank of Canada since 1996, previously serving as Chief Operating Officer and Director; Chief Executive Officer of National Bank Financial and Chairman of Natcan Investment Management; Chairman of National Bank Financial; Senior Vice President of Treasury and Financial Markets; and President and Chief Executive Officer of Innocap Investment Management.



Vachon holds a Master of International Business degree in international finance from the Fletcher School at Tufts University, a bachelor's degree in economics from Bates College and a CFA certification from the CFA Institute.

About Molson Coors Brewing Company

Molson Coors Brewing Company is a leading global brewer delivering extraordinary brands that delight the world's beer drinkers. It brews, markets and sells a portfolio of leading premium brands such as Coors Light, Molson Canadian, Carling, and Blue Moon across The Americas, Europe and Asia. It operates in Canada through Molson Coors Canada; in the US through MillerCoors; in the U.K. and Ireland through Molson Coors UK; and outside these core markets through Molson Coors International. Molson Coors is listed on the Dow Jones Sustainability Index for North America and is constantly looking for ways to improve its Beer Print. For more information on Molson Coors Brewing Company, please visit the company's Web site, <http://molsoncoors.com>.

Media Contacts:

Molson Coors Brewing Company
Colin Wheeler, 303-927-2443
colin.wheeler@molsoncoors.com

Marie-Hélène Lagacé, 514-598-6966
MarieHelene.lagace@molsoncoors.com

Forward-Looking Statements

This press release includes estimates or projections that constitute "forward-looking statements" within the meaning of the U.S. federal securities laws. Generally, the words "believe," "expect," "intend," "anticipate," "project," "will," and similar expressions identify forward-looking statements, which generally are not historic in nature. Although the Company believes that the assumptions upon which its forward-looking statements are based are reasonable, it can give no assurance that these assumptions will prove to be correct. Important factors that could cause actual results to differ materially from the Company's historical experience, and present projections and expectations are disclosed in the Company's filings with the Securities and Exchange Commission ("SEC"). These factors include, among others, our ability to successfully integrate StarBev, retain key employees and achieve planned cost synergies; our ability to obtain necessary regulatory approvals for the acquisition; pension plan costs; availability or increase in the cost of packaging materials; our ability to maintain manufacturer/distribution agreements; impact of competitive pricing and product pressures; our ability to implement our strategic initiatives, including executing and realizing cost savings; changes in legal and regulatory requirements, including the regulation of distribution systems; increase in the cost of commodities used in the business; our ability to maintain brand image, reputation and product quality; our ability to maintain good labor relations; changes in our supply chain system; additional impairment charges; the impact of climate change and the availability and quality of water; the ability of MillerCoors to integrate operations and technologies; lack of full-control over the operations of MillerCoors; the ability of MillerCoors to maintain good relationships with its distributors; and other risks discussed in our filings with the SEC, including our Annual Report on Form 10-K for the year-ended December 31, 2011, which are available from the SEC. All forward-looking statements in this press release are expressly qualified by such cautionary statements and by reference to the underlying assumptions. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. We do not undertake to update forward-looking statements, whether as a result of new information, future events or otherwise.
