

MOLSON COORS BREWING CO

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 2/17/2000

| | |
|-------------|--|
| 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 |

OMB APPROVAL

OMB Number: 3235-0066
Expires: December 31, 1997
Estimated average burden hours per
response....49

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ADOLPH COORS COMPANY

(Exact name of registrant as specified in its charter)

Colorado
(State or Other Jurisdiction of
Incorporation or Organization)

84-0178360
(I.R.S. Employer
Identification No.)

311 10TH STREET
P.O. BOX 4030
GOLDEN, COLORADO
(303) 279-6565
(Address of principal executive offices)

80401-0030
(Zip Code)

Coors Savings and Investment Plan
(Full title of plan)

PETER H. COORS
ADOLPH COORS COMPANY
311 10TH STREET
P.O. BOX 4030
GOLDEN, COLORADO 80401-0030
(303) 279-6565

--WITH A COPY TO--
THOMAS A. RICHARDSON, ESQ.
HOLME ROBERTS & OWEN LLP
1700 LINCOLN STREET
SUITE 4100
DENVER, COLORADO 80203
(303) 861-7000

(Name and address of agent for service)
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES | AMOUNT TO BE | PROPOSED MAXIMUM OFFERING PRICE | PROPOSED MAXIMUM AGGREGATE OFFERING | AMOUNT OF REGISTRATION |
|---------------------|-----------------|---------------------------------------|--|---------------------------|
|---------------------|-----------------|---------------------------------------|--|---------------------------|

TO BE REGISTERED REGISTERED PER SHARE(1) PRICE(1) FEE

| | | | | |
|-------------------------------|---------|-----------------|-------------|--|
| Class B | | | | |
| Common Stock 2,000,000 shares | \$48.28 | \$96,560,000.00 | \$25,491.84 | |

(2)

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) on the basis of the average of the high and low sales prices reported on the New York Stock Exchange on February 10, 2000. (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount to interests to be offered or sold pursuant to the Coors Savings and Investment Plan.

Form S-8 Pursuant to General Instruction E

This Form S-8 is filed with the Securities and Exchange Commission (the "Commission") pursuant to General Instruction E to Form S-8. The Form S-8 filed with the Commission on August 21, 1992, by Adolph Coors Company (the "Registrant" or the "Company"), File Number 33-51072, is hereby incorporated by reference into this Form S-8. All capitalized terms not defined herein shall have the same meaning as set forth in the August 21, 1992 Form S-8.

The Registrant hereby registers an additional 2,000,000 shares of the Company's Class B Common Stock.

Item 3. Incorporation of Documents by Reference

The following documents filed by the Company and filed by the Coors Savings and Investment Plan with the Commission are hereby incorporated by reference into this Registration Statement:

- (a) The Registrant's annual report on Form 10-K for the year ended December 27, 1998, filed with the Commission on March 29, 1999 (File Number 001-14829); and
- (b) The Registrant's quarterly reports on Form 10-Q, filed with the Commission on May 12, 1999 (File Number 001-14829), August 11, 1999 (File Number 001-14829), and November 10, 1999 (File Number 001-14829); and
- (c) The description of Class B Common Stock of the Registrant contained in the Registration Statement on Form 8-A filed with the Commission on February 10, 1999 (File No. 001-14829); and
- (d) The latest annual report on Form 11-K for the year ended December 31, 1998, of the Coors Savings and Investment Plan, filed with the Commission on June 29, 1999 (File Number 0-8251).

All documents subsequently filed by the Registrant and by the Coors Savings and Investment Plan with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

Item 8. Exhibits

| | |
|------|--|
| 5.1 | Legality Opinion of Holme Roberts & Owen LLP |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Holme Roberts & Owen is included in Exhibit 5.1 |
| 24.1 | Power of Attorney. See the signature pages hereof. |

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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Golden, Colorado, on the 15th day of February, 2000.

ADOLPH COORS COMPANY

By: /s/ WILLIAM K. COORS

William K. Coors
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, the administrators of the Coors Savings and Investment Plan have caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Golden, Colorado on the 15th day of February, 2000.

COORS SAVINGS AND INVESTMENT PLAN

By: /s/ BARBARA ALBANESI

Name: Barbara Albanesi
Title: Plan Administrator

Signatures

Power of Attorney

We, the undersigned officers and directors of Adolph Coors Company hereby severally constitute and appoint, Peter H. Coors and W. Leo Kiely III, and each of them singly, our true and lawful attorneys, with full power to them and each of them singly, to sign for us in our names in the capacities indicated below, all pre-effective and post-effective amendments to this Registration Statement and any abbreviated Registration Statement in connection with this Registration Statement, including but not limited to any Registration Statement filed to register additional Class B Common Stock which may be acquired pursuant to the Coors Savings and Investment Plan; and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission; and to sign all documents in connection with the qualification and sale of the Class B Common Stock with Blue Sky authorities and with the New York Stock Exchange; granting unto said attorneys-in-fact full power and authority to perform any other act on behalf of the undersigned required to be done in the premises, hereby ratifying and confirming all that said attorneys-in-fact lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

| <i>NAME</i> | <i>TITLE</i> | <i>DATE</i> |
|--|--|--------------------------|
| <i>/s/ WILLIAM K. COORS ----- William K. Coors</i> | <i>Chairman of the Board, President, Director, Chief Executive Officer</i> | <i>February 15, 2000</i> |
| <i>/s/ JOSEPH COORS ----- Joseph Coors</i> | <i>Vice Chairman of the Board, Director</i> | <i>February 15, 2000</i> |
| <i>/s/ PETER H. COORS ----- Peter H. Coors</i> | <i>Director</i> | <i>February 15, 2000</i> |
| <i>/s/ W. LEO KIELY III ----- W. Leo Kiely III</i> | <i>Director</i> | <i>February 15, 2000</i> |
| <i>/s/ LUIS G. NOGALES ----- Luis G. Nogales</i> | <i>Director</i> | <i>February 15, 2000</i> |
| <i>/s/ PAMELA H. PATSLEY ----- Pamela H. Patsley</i> | <i>Director</i> | <i>February 15, 2000</i> |

| <i>NAME</i> | <i>TITLE</i> | <i>DATE</i> |
|---|--|--------------------------|
| <i>/s/ WAYNE R. SANDERS</i> ----- <i>Wayne R. Sanders</i> | <i>Director</i> | <i>February 15, 2000</i> |
| <i>/s/ ALBERT C. YATES</i> ----- <i>Albert C. Yates</i> | <i>Director</i> | <i>February 15, 2000</i> |
| <i>/s/ OLIVIA M. THOMPSON</i> ----- <i>Olivia M. Thompson</i> | <i>Vice President, Controller, Assistant Treasurer</i> | <i>February 15, 2000</i> |
| <i>/s/ TIMOTHY V. WOLF</i> ----- <i>Timothy V. Wolf</i> | <i>Vice President, Chief Financial Officer</i> | <i>February 15, 2000</i> |

EXHIBIT INDEX

| EXHIBIT NUMBER ----- | DESCRIPTION ----- |
|----------------------------|--|
| 5.1 | Legality Opinion of Holme Roberts & Owen LLP |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Holme Roberts & Owen is included in Exhibit 5.1 |
| 24.1 | Power of Attorney. See the signature pages hereof. |

Exhibit 5.1

Holme Roberts & Owen LLP
1700 Lincoln Street
Suite 4100
Denver, CO 80203

February 16, 2000

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Form S-8 Registration Statement for Coors Savings and Investment Plan

Dear Sir or Madam:

Holme Roberts & Owen LLP has acted as counsel to Adolph Coors Company (the "Company") in connection with the preparation and filing of its registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), covering an additional 2,000,000 shares of its Class B Common Stock which may be acquired through participation in the Coors Savings and Investment Plan (the "Plan") ("this Form S-8").

As special counsel for the Company, we have examined such documents and reviewed such questions of law as we have considered necessary or appropriate for the purpose of this opinion. Based on the foregoing, we are of the opinion that the shares of Class B Common Stock, when sold and delivered by the Company pursuant to the Plan, as described in this Form S-8, will be legally issued, fully paid, and non-assessable.

We consent to the filing of this opinion with the Securities and Exchange Commission (the "Commission") as an exhibit to this Form S-8. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or under the rules and regulations of the Commission.

We do not express an opinion on any matters other than those expressly set forth in this letter.

Very truly yours,

HOLME ROBERTS & OWEN LLP

By: /s/ THOMAS A. RICHARDSON

Thomas A. Richardson

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated February 8, 1999, relating to the consolidated financial statements, which appears in the Adolph Coors Company's Annual Report on Form 10-K for the year ended December 27, 1998. We also consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated June 25, 1999 relating to the financial statements, which appears in the Coors Savings and Investment Plan Annual Report on Form 11-K for the year ended December 31, 1998.

/s/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP

*Denver, Colorado
February 15, 2000*

End of Filing

Powered By **EDGAR**
Online

© 2005 | **EDGAR Online, Inc.**