

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

Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MOLSON COORS BREWING COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

84-0178360

(I.R.S. Employer Identification Number)

**1225 17th Street, Denver, Colorado
1555 Notre Dame Street East, Montréal, Québec, Canada**
(Address of Principal Executive Offices)

**80202
H2L 2R5**
(Zip Code)

MOLSON COORS BREWING COMPANY INCENTIVE COMPENSATION PLAN

(Full title of the plan)

**Samuel D. Walker, Esq.
Global Chief People and Legal Officer
1225 17th Street
Denver, Colorado 80202**

(Name and address of agent for service)

(303) 927-2337

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

Copy to:

Jason Day
Perkins Coie LLP
1900 Sixteenth Street, Suite 1400
Denver, Colorado 80202
(303) 291-2300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered (1)(2)	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Class B Common stock, par value \$0.01 per share	5,000,000	\$ 41.83	\$ 209,150,000.00	\$ 23,968.59

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional and indeterminate number of shares of the Registrant's Class B common stock as may become issuable upon any future stock splits, stock dividends or similar transaction with respect to the shares being registered hereunder.
 - (2) Estimated in accordance with Rules 457(c) and (h) under the Securities Act, solely for the purpose of calculating the registration fee. The price of \$41.83 per share represents the average of the high and low prices of our Class B common stock as reported by the New York Stock Exchange on August 3, 2012.
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EXPLANATORY NOTE

Molson Coors Brewing Company (the “Registrant”) previously filed a Registration Statement on Form S-8 (File No. 333-124140) registering 5,000,000 shares of the Registrant’s Class B common stock under the Molson Coors Brewing Company Incentive Compensation Plan (the “Plan”) on April 18, 2005 and a Registration Statement on Form S-8 (File No. 333-166521) registering an additional 5,000,000 shares of the Registrant’s Class B common stock under the Plan on May 5, 2010. The Registrant hereby incorporates by reference the contents of such previously filed Registration Statements on Form S-8 to the extent not otherwise amended or superseded by the contents of, this Registration Statement.

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 is being filed to register an additional 5,000,000 shares of the Registrant’s Class B common stock under the Plan.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are hereby incorporated by reference in this Registration Statement:

(a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (including portions of the Registrant’s Proxy Statement for its 2012 annual meeting of stockholders filed with the Commission on April 18, 2012 (the “Proxy Statement”) to the extent specifically incorporated by reference in such Form 10-K and as amended by the Registrant’s Current Report on Form 8-K filed with the Commission on April 26, 2012 as to Item 8);

(b) the Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2012 and June 30, 2012;

(c) the Registrant’s Current Reports on Form 8-K or 8-K/A filed with the Commission on February 27, 2012, April 3, 2012, April 26, 2012, May 2, 2012, May 3, 2012, May 8, 2012 (with respect to Item 5.02 only), June 4, 2012, June 18, 2012, July 7, 2012, July 24, 2012 and August 8, 2012; and

(d) the description of the Registrant’s Class B common stock contained in the Registrant’s Registration Statement on Form 8-A filed with the Commission on February 10, 1999, including any amendments or reports filed for the purpose of updating such description.

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

Item 8. Exhibits.

The exhibits listed in the accompanying Exhibit Index are filed as part of this Registration Statement 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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on the 10th day of August, 2012.

MOLSON COORS BREWING COMPANY

By: /s/ Gavin Hattersley
Name: Gavin Hattersley
Title: *Global Chief Financial Officer*

POWER OF ATTORNEY

Each of the undersigned hereby constitutes and appoints Gavin Hattersley, Samuel D. Walker and E. Lee Reichert, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in any and all capacities, to sign this registration statement on Form S-8 filed pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and any and all amendments to this registration statement (including post-effective amendments) under the Securities Act, and otherwise), and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such registration statement or registration statements shall comply with the Securities Act and the applicable rules and regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitutes or resubstitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Peter Swinburn</u> Peter Swinburn	President, Global Chief Executive Officer and Director (Principal Executive Officer)	August 10, 2012
<u>/s/ Gavin Hattersley</u> Gavin Hattersley	Global Chief Financial Officer (Principal Financial Officer)	August 10, 2012
<u>/s/ Zahir Ibrahim</u> Zahir Ibrahim	Vice President and Global Controller (Principal Accounting Officer)	August 10, 2012
<u>/s/ Andrew T. Molson</u> Andrew T. Molson	Chairman	August 10, 2012
<u>/s/ Peter H. Coors</u> Peter H. Coors	Vice Chairman	August 10, 2012

<u>/s/ Christien Coors Ficeli</u> Christien Coors Ficeli	Director	August 10, 2012
<u>/s/ Francesco Bellini</u> Francesco Bellini	Director	August 10, 2012
<u>/s/ Roger Eaton</u> Roger Eaton	Director	August 10, 2012
<u>/s/ Brian Goldner</u> Brian Goldner	Director	August 10, 2012
<u>/s/ Charles M. Herington</u> Charles M. Herington	Director	August 10, 2012
<u>/s/ Franklin W. Hobbs</u> Franklin W. Hobbs	Director	August 10, 2012
<u>/s/ Geoff Molson</u> Geoff Molson	Director	August 10, 2012
<u>/s/ Iain Napier</u> Iain Napier	Director	August 10, 2012
<u>/s/ H. Sanford Riley</u> H. Sanford Riley	Director	August 10, 2012
<u>/s/ Douglas Tough</u> Douglas Tough	Director	August 10, 2012
<u>/s/ Louis Vachon</u> Louis Vachon	Director	August 10, 2012

EXHIBIT INDEX

Exhibits (including those incorporated by reference):

Exhibit Number	Description of Document
4.1	Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Annex G to the Registrant's Definitive Proxy Statement on Schedule 14A filed on December 10, 2004).
4.2	Third Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 28, 2009, filed on August 4, 2009).
5.1*	Opinion of Perkins Coie LLP.
10.1	Molson Coors Brewing Company Incentive Compensation Plan (incorporated herein by reference to Appendix B to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 20, 2010).
10.2	Amendment No. 1 to Molson Coors Brewing Company Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 4, 2012).
23.1*	Consent of PricewaterhouseCoopers LLP.
23.2*	Consent of PricewaterhouseCoopers LLP.
23.3*	Consent of Ernst & Young Audit, s.r.o.
23.4*	Consent of Perkins Coie LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (see signature page).

* Filed herewith.

[Perkins Coie LLP Letterhead]

August 10, 2012

Molson Coors Brewing Company
1225 17th Street, Suite 3200
Denver, Colorado 80202

Re: Registration Statement on Form S-8 of Shares of Class B Common Stock, par value \$0.01 per share, of Molson Coors Brewing Company

Ladies and Gentlemen:

We have acted as counsel to you in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), which you are filing with the Securities and Exchange Commission (the "Commission") with respect to up to an additional 5,000,000 shares of Class B common stock of Molson Coors Brewing Company, par value \$0.01 per share (the "Shares"), which may be issued under the Molson Coors Brewing Company Incentive Compensation Plan (the "Plan").

We have examined the Registration Statement and such documents and records of Molson Coors Brewing Company as we have deemed necessary for the purpose of this opinion. In giving this opinion, we are assuming the authenticity of all instruments presented to us as originals, the conformity with originals of all instruments presented to us as copies and the genuineness of all signatures.

Based upon and subject to the foregoing, we are of the opinion that any Shares that may be issued pursuant to the Plan have been duly authorized and that, upon the due execution by Molson Coors Brewing Company of any certificates representing the Shares, the registration by its registrar of such Shares and the issuance thereof by Molson Coors Brewing Company in accordance with the terms of the Plan, and the receipt of consideration therefor in accordance with the terms of the Plan, such Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ PERKINS COIE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 24, 2012 except for the effects of the revision to the supplemental guarantor information related to the changes to the historical presentation related to intercompany transactions identified in the first quarter of 2012 and to the contemplated debt offering described in Note 21, as to which the date is April 26, 2012, relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Molson Coors Brewing Company's Current Report on Form 8-K dated April 26, 2012.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
Denver, Colorado
August 7, 2012

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 17, 2012 relating to the consolidated financial statements of MillerCoors LLC, which appears in Molson Coors Brewing Company's Annual Report on Form 10-K dated February 24, 2012.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Milwaukee, Wisconsin
August 7, 2012

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference of our report dated June 14, 2012, with respect to the consolidated financial statements of Starbev Holdings S.á.r.l. in the Registration Statement on Form S-8 of Molson Coors Brewing Company to be filed on August 8, 2012 for the registration of 5,000,000 shares of its Class B common stock.

/s/ Ernst & Young

Ernst & Young Audit, s.r.o.

Prague, Czech Republic
August 7, 2012
