

MOLSON COORS BREWING CO

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 6/1/2000

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

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**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 80401-0030**

(303) 279-6565 (Zip Code)
(Address of principal executive offices)

ADOLPH COORS COMPANY EQUITY INCENTIVE 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 TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Class B Common Stock	716,886 shares	(1)	(1)	(1)

(1) The Registrant previously filed registration statements on Form S-8 to register the issuance of shares pursuant to the Adolph Coors Company 1983 Non- Qualified Stock Option Plan, as Amended (the "Old Plan") on March 16, 1984, as amended on April 4, 1984, and January 17, 1986, Registration Nos. 2-90009 and 33-02761, respectively (the "Earlier Forms S-8"). The Earlier Forms S-8 registered 4,000,000 shares of Class B Common Stock for issuance under the Old Plan. There currently are 716,886 shares registered for issuance under the Old Plan that have not been issued (the "Unissued Shares"). The Registrant paid fees totaling \$13,994.90 to register the Unissued Shares. Pursuant to General Instruction E to Form S-8 and to Rule 429(b), the Unissued Shares are being carried forward from such earlier registration statements and, accordingly, the Registrant has offset the registration fee to be paid herewith by the fees that were paid by the Registrant on March 16, 1984, and January 17, 1986.

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 May 24, 1990 by Adolph Coors Company (the "Registrant" or the "Company"), File Number 33-35035, is hereby incorporated by reference into this Form S-8.

The Registrant hereby registers an additional 716,886 shares of the Company's Class B Common Stock for issuance pursuant to Adolph Coors Company Equity Incentive Plan (the "Plan").

The Registrant previously filed registration statements on Form S-8 to register the issuance of shares pursuant to the Adolph Coors Company 1983 Non-Qualified Stock Option Plan, as Amended (the "Old Plan") on March 16, 1984, as amended on April 4, 1984, and January 17, 1986, Registration Nos. 2-90009 and 33-02761, respectively (the "Earlier Forms S-8"). The Earlier Forms S-8 registered 4,000,000 shares of Class B Common Stock for issuance under the Old Plan. There currently are 716,886 shares registered for issuance under the Old Plan that have not been issued (the "Unissued Shares"). Pursuant to General Instruction E to Form S-8 and to Rule 429(b), the Unissued Shares are being carried forward from the Earlier Forms S-8 for issuance pursuant to the Plan.

In accordance with instructions from the SEC, the Registrant is concurrently filing a Post-Effective Amendment Nos. 1 and 2 to the Earlier Forms S-8 to deregister the issuance of the Unissued Shares pursuant to the Old Plan.

Item 3. Incorporation of Documents by Reference

The following documents filed by the Company 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 26, 1999, filed with the Commission on March 24, 2000;
- (b) The Registrant's quarterly report on Form 10-Q for the period ended March 26, 2000, filed with the Commission on May 10, 2000; 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.

All documents subsequently 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, 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 1st day of June, 2000.

ADOLPH COORS COMPANY

By: /s/ Peter H. Coors

Peter H. Coors
Chief Executive Officer and President

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 Adolph Coors Company Equity Incentive 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</i> ----- <i>William K. Coors</i>	<i>Chairman of the Board</i>	<i>June 1, 2000</i>
<i>/s/ Peter H. Coors</i> ----- <i>Peter H. Coors</i>	<i>Director, Chief Executive Officer and President</i>	<i>June 1, 2000</i>
<i>/s/ W. Leo Kiely III</i> ----- <i>W. Leo Kiely III</i>	<i>Director</i>	<i>June 1, 2000</i>
----- <i>Luis G. Nogales</i>	<i>Director</i>	<i>June __, 2000</i>
<i>/s/ Pamela H. Patsley</i> ----- <i>Pamela H. Patsley</i>	<i>Director</i>	<i>June 1, 2000</i>

<i>/s/ Wayne R. Sanders</i> ----- <i>Wayne R. Sanders</i>	<i>Director</i>	<i>June 1, 2000</i>
<i>/s/ Albert C. Yates</i> ----- <i>Albert C. Yates</i>	<i>Director</i>	<i>June 1, 2000</i>
<i>/s/ Olivia M. Thompson</i> ----- <i>Olivia M. Thompson</i>	<i>Vice President, Controller, Assistant Treasurer</i>	<i>June 1, 2000</i>
<i>/s/ Timothy V. Wolf</i> ----- <i>Timothy V. Wolf</i>	<i>Vice President, Chief Financial Officer</i>	<i>June 1, 2000</i>

EXHIBIT INDEX

Exhibit Number	Description
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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

June 1, 2000

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

Re: Form S-8 Registration Statement

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 716,886 shares of its Class B Common Stock which may be acquired through participation in the Adolph Coors Company Equity Incentive Plan (the "Plan") ("this Form S-8").

As 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 reports dated February 9, 2000, related to the consolidated financial statements and financial statement schedules, which appear in Adolph Coors Company's Annual Report on Form 10-K.

PricewaterhouseCoopers LLP

Denver, Colorado
May 31, 2000

End of Filing

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