

CHALONE WINE GROUP LTD  
Form SC 13D/A  
September 17, 2004

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 8)**

The Chalone Wine Group, Ltd.

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**(Name of Issuer)**

Common Stock, no par value

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**(Title of Class of Securities)**

157639105

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**(CUSIP Number)**

Thomas J. Mullin, Esq.

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Executive Vice President and

General Counsel

Constellation Brands, Inc.

370 Woodcliff Drive

Suite 300

Fairport, New York 11450

(585) 218-3650

With a copy to:

Richard F. Langan, Jr., Esq.

Nixon Peabody LLP

437 Madison Avenue

New York, New York 10022

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 15, 2004

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Constellation Brands, Inc.

16-0716709

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC, BK

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF  7 SOLE VOTING POWER

SHARES

BENEFICIALLY  0

OWNED BY  8 SHARED VOTING POWER

EACH

REPORTING  6,589,466

PERSON  9 SOLE DISPOSITIVE POWER

WITH

0

10 SHARED DISPOSITIVE POWER

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6,589,466

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,589,466

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

49.0%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

This statement constitutes Amendment No. 8 to the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on behalf of Constellation Brands, Inc., a Delaware corporation ("Constellation") on May 17, 2004 (the "Schedule 13D"), with respect to the common stock, no par value (the "Common Stock"), of The Chalone Wine Group, Ltd., a California corporation (the "Issuer"). Capitalized terms not otherwise defined herein shall have the respective meaning ascribed thereto in the Schedule 13D.

Other than as set forth herein, there has been no material change in the information set forth in the Schedule 13D.

#### Item 4. Purpose of the Transaction.

Item 4 of the Schedule 13D is supplemented as follows:

On September 15, 2004, the Principals agreed to amend the Letter Agreement to extend the Commitment Period of each of the Principals commitments contained therein until December 31, 2004 ("New Commitment Period"). The Principals' commitments contained in the Letter Agreement will expire at the end of the New Commitment Period if a Merger Agreement has not been entered into prior to that date. The remaining terms of the Letter Agreement remains in full force and effect. The amendment to the Letter Agreement ("Letter Agreement Amendment") is attached hereto as Exhibit 11.

#### Item 7. Material to Be Filed as Exhibits.

Item 7 of the Schedule 13D is supplemented as follows:

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 11                 | Letter Agreement Amendment dated September 15, 2004 among DBR, Constellation and Huneecus |

**Signature**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 16, 2004

CONSTELLATION BRANDS, INC.

By:           /s/ Richard Sands          

Name: Richard Sands

Title: Chairman and Chief Executive Officer

**EXHIBIT INDEX**

**Exhibit**

| <b><u>Number</u></b> | <b><u>Exhibit Name</u></b>  | <b><u>Location</u></b> |
|----------------------|---|------------------------|
| 11                   | Letter Agreement Amendment dated September 15, 2004 among DBR, Constellation and Huneecus | Filed herewith         |