

**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): **March 5, 2020**

MOLSON COORS BEVERAGE COMPANY

(Exact name of registrant as specified in its charter)

Commission File Number: 001-14829

Delaware
(State or other jurisdiction
of incorporation)

84-0178360
(IRS Employer
Identification No.)

1801 California Street, Suite 4600, Denver, Colorado 80202
1555 Notre Dame Street East, Montréal, Quebec, 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Class A Common Stock, par value \$0.01	TAP.A	New York Stock Exchange
Class B Common Stock, par value \$0.01	TAP	New York Stock Exchange
1.25% Senior Notes due 2024	TAP	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On March 5, 2020, Molson Coors Beverage Company (the “Company”) issued a news release recommending that the Company’s stockholders not tender their shares of the Company’s Class B common stock in response to the unsolicited “mini-tender” offer by TRC Capital Investment Corporation to purchase up to 2,000,000 shares of the Company’s Class B Common stock.

A copy of the news release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Such information, including the Exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	News Release of Molson Coors Beverage Company, dated March 5, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 BEVERAGE COMPANY

Date: March 5, 2020

By: /s/ E. Lee Reichert

E. Lee Reichert

Chief Legal and Government Affairs Officer and Secretary

Molson Coors Recommends Stockholders Reject “Mini-Tender” Offer by TRC Capital Investment Corporation

DENVER & MONTREAL--(BUSINESS WIRE)--March 5, 2020--Molson Coors Beverage Company (the “Company” or “Molson Coors”) (NYSE: TAP; TSX: TPX) has been notified that TRC Capital Investment Corporation (“TRC Capital”) has made an unsolicited “mini-tender” offer to purchase up to 2,000,000 shares of the Company’s Class B common stock at an offer price of \$52.95 per share in cash, which is approximately 4.23% lower than the \$55.29 per share closing price for the Class B common stock on the New York Stock Exchange (the “NYSE”) on February 21, 2020, the last trading day before the commencement of TRC Capital’s mini-tender offer.

Molson Coors does not endorse TRC Capital’s unsolicited mini-tender offer and is not associated in any way with TRC Capital, its mini-tender offer, or its mini-tender offer documents. Molson Coors recommends that stockholders not tender their shares in response to TRC’s offer, or, if stockholders have already tendered shares, that they withdraw their shares by providing the written notice described in the TRC Capital mini-tender offer documents prior to the expiration of the offer, currently scheduled for 12:01 a.m., New York City time, on March 24, 2020. In addition, the mini-tender offer is subject to numerous conditions, including, among others, that there has not been any decrease in the market price of the Class B common stock and that TRC Capital has received proceeds of debt financing sufficient, together with cash on hand, to consummate the offer.

Mini-tender offers, such as this one by TRC Capital, do not provide investors with the same level of protection as provided by larger tender offers under U.S. federal securities laws. The Securities and Exchange Commission (the “SEC”) has cautioned investors that some bidders make mini-tender offers at below-market prices “hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price.” The SEC’s cautionary advice to investors regarding these offers is on its website at: <http://www.sec.gov/investor/pubs/miniend.htm>. Molson Coors encourages brokers and dealers, as well as other market participants, to review the SEC’s letter regarding broker-dealer mini-tender offer dissemination and disclosure at: <http://www.sec.gov/divisions/marketreg/minienders/sia072401.htm> and Information Memo Number 01-27 issued by the NYSE on Sept. 28, 2001 at: <https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2001/01-27.pdf> regarding the dissemination of mini-tender offer materials.

Stockholders should obtain current market quotations for their shares of Class B common stock, consult with their broker or financial advisor and exercise caution with respect to TRC Capital’s mini-tender offer.

Molson Coors requests that a copy of this press release be included with all distributions of materials relating to TRC Capital’s mini-tender offer related to the Class B common stock.

About Molson Coors Beverage Company

For over two centuries Molson Coors has been brewing beverages that unite people for all of life’s moments. From *Coors Light*, *Miller Lite*, *Molson Canadian*, *Carling*, and *Staropramen* to *Coors Banquet*, *Blue Moon Belgian White*, *Saint Archer Gold*, *Leinenkugel’s Summer Shandy*, *Creemore Springs* and more, Molson Coors produces some of the most beloved and iconic beer brands ever made. While the company’s history is rooted in beer, Molson Coors offers a modern portfolio that expands beyond the beer aisle with sparkling cocktails, hard coffee, canned wine, kombucha, cider and more.

Molson Coors Beverage Company is a publicly traded company that operates through Molson Coors North America and Molson Coors Europe, and is traded on the New York and Canadian Stock Exchange. The company’s commitment to raising industry standards and leaving a positive imprint on our employees, consumers, communities and the environment is reflected in Our Beer Print and our 2025 sustainability targets. To learn more about Molson Coors Beverage Company, visit molsoncoors.com.

Contacts

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Investor Relations

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