

MOLSON COORS BREWING CO  
Form 8-A12B  
March 06, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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**MOLSON COORS BREWING COMPANY**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation  
or organization)

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

**1801 California Street, Suite 4600, Denver,**  
**Colorado 80202**  
**1555 Notre Dame Street East, Montréal,**  
**Québec, Canada H2L 2R5**  
(Address of principal executive offices)

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

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

| Title of each class<br>to be so registered      | Name of each exchange on which<br>each class is to be registered |
|---|--|
| <b>800,000,000 1.250% Senior Notes due 2024</b> | <b>New York Stock Exchange</b>                                   |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.  X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.  O

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.  O

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-209123**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Molson Coors Brewing Company, a Delaware corporation (the *Company*), has filed with the U.S. Securities and Exchange Commission (the *Commission*) pursuant to Rule 424(b) under the Securities Act of 1933, as amended, a prospectus supplement dated June 29, 2016 (the *Prospectus Supplement*) to a Prospectus dated January 26, 2016 (the *Prospectus*), contained in the Company's effective Registration Statement on Form S-3 (Registration No. 333-209123), which Registration Statement was filed with the Commission on January 26, 2016, relating to the securities to be registered hereunder. The Company incorporates by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

**Item 1. Description of Registrant's Securities to be Registered**

The information required by this item is incorporated by reference to the information contained in the sections captioned "Description of the Notes" in the Prospectus Supplement and "Description of Debt Securities and Guarantees of the Debt Securities" in the Prospectus.

**Item 2. Exhibits**

| <b>Exhibit No.</b> | <b>Document</b>  |
|--------------------|--|
| 4.1                | Indenture, dated as of July 7, 2016, between Molson Coors Brewing Company, the Guarantors named therein and Deutsche Bank Trust Company Americas, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's current report on Form 8-K filed on July 7, 2016).                                     |
| 4.2                | First Supplemental Indenture, dated as of July 7, 2016, between Molson Coors Brewing Company, the Guarantors named therein and Deutsche Bank Trust Company Americas, as Trustee and Paying Agent (incorporated by reference to Exhibit 4.2 to the Company's current report on Form 8-K filed on July 7, 2016). |
| 4.3                | Form of 1.250% Senior Note due 2024 (included as Exhibit 4 to Exhibit 4.2 above).  |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**MOLSON COORS BREWING COMPANY**

Dated: March 6, 2017

|        |                          |
|--------|--------------------------|
| By:    | /s/ Michael J. Rumley    |
| Name:  | Michael J. Rumley        |
| Title: | Vice President Treasurer |