

MONDAVI ROBERT CORP
Form SC 13D/A
December 22, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

THE ROBERT MONDAVI CORPORATION
(Name of Issuer)

CLASS A COMMON STOCK, NO PAR VALUE
(Title of Class of Securities)

609200100
(CUSIP Number)

Michael K. Beyer, Esq.
The Robert Mondavi Corporation
7801 St. Helena Hwy.
P.O. Box 106
Oakville, California 94562
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

December 22, 2004
(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box . o

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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| | | |
|---|--|--------------------------|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Robert G. Mondavi | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| | (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | |
| | <input type="checkbox"/> o | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 0 |
| | 8 | SHARED VOTING POWER |
| | | 0 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 0 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |
| | <input type="checkbox"/> o | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 0.0% | |

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|----|------------------------------------|
| 14 | TYPE OF REPORTING PERSON IN |
|----|------------------------------------|

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| | | | |
|---|---|----|-----------------------------------|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Timothy J. Mondavi | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS OO | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 7 | SOLE VOTING POWER 0 |
| | | 8 | SHARED VOTING POWER 0 |
| | | 9 | SOLE DISPOSITIVE POWER 0 |
| | | 10 | SHARED DISPOSITIVE POWER 0 |
| 11 | | | |

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| | |
|----|--|
| | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% |
| 14 | TYPE OF REPORTING PERSON IN |

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| | | |
|---|--|------------------------|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Marcia Mondavi Borger | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input checked="" type="radio"/> (a) <input type="radio"/> (b) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="radio"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING | 7 | SOLE VOTING POWER 0 |

| | | | |
|-------------|---|--------------------------|------|
| PERSON WITH | 8 | SHARED VOTING POWER | 0 |
| | 9 | SOLE DISPOSITIVE POWER | 0 |
| | 10 | SHARED DISPOSITIVE POWER | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 0 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | o |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | 0.0% |
| 14 | TYPE OF REPORTING PERSON IN | | |

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| | | | |
|---|--|--|----------------|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | |
| | Ted W. Hall | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) x (b) o |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS | | |
| | OO | | |
| 5 | | | |

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| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | | 0 |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 0 |
| | 8 | SHARED VOTING POWER | 0 |
| | 9 | SOLE DISPOSITIVE POWER | 0 |
| | 10 | SHARED DISPOSITIVE POWER | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | 0 |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% | | |
| 14 | TYPE OF REPORTING PERSON IN | | |

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| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Gregory M. Evans |
|---|--|

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|---|---|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;"> (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o </div> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <div style="text-align: right;">o</div> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER 0 |
| | 8 SHARED VOTING POWER 0 |
| | 9 SOLE DISPOSITIVE POWER 0 |
| | 10 SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <div style="text-align: right;">o</div> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% |
| 14 | TYPE OF REPORTING PERSON IN |

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| | | |
|---|---|-----------------------------------|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Adrian Bellamy | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> o | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |

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| | 0.0% |
| 14 | TYPE OF REPORTING PERSON IN |

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|---|---|-----------------------------------|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Frank E. Farella | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input checked="" type="checkbox"/> (a) x <input type="checkbox"/> (b) o | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> o | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 0 |

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| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% |
| 14 | TYPE OF REPORTING PERSON IN |

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| | | |
|---|---|--------|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Anthony Greener | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input checked="" type="radio"/> (a) <input type="radio"/> (b) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="radio"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING | | 7 0 |
| SOLE VOTING POWER | | |

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|-------------|---|--------------------------|------|
| PERSON WITH | 8 | SHARED VOTING POWER | 0 |
| | 9 | SOLE DISPOSITIVE POWER | 0 |
| | 10 | SHARED DISPOSITIVE POWER | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 0 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | o |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | 0.0% |
| 14 | TYPE OF REPORTING PERSON | | IN |

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| | | |
|---|--|----------------|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | Phillip Greer |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) x (b) o |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | OO |
| 5 | | |

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| | | |
|---|--|-----------------------------------|
| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | 0 |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | 0 |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% | |
| 14 | TYPE OF REPORTING PERSON IN | |

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| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) John M. Thompson |
|---|--|

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|---|--|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o</div> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <div style="text-align: right;">o</div> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Canada |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER 0 |
| | 8 SHARED VOTING POWER 0 |
| | 9 SOLE DISPOSITIVE POWER 0 |
| | 10 SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <div style="text-align: right;">o</div> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% |
| 14 | TYPE OF REPORTING PERSON IN |

This Amendment No. 4 on Schedule 13D (the "Amendment") is being filed on behalf of Robert G. Mondavi, Timothy J. Mondavi, Marcia Mondavi Borger, Ted W. Hall, Frank E. Farella, Gregory M. Evans, Adrian Bellamy, Anthony Greer, Phillip Greer and John Thompson (together, the "Reporting Persons") to amend certain portions of the Schedule 13D filed on August 20, 2004 (File No. 005-42775) (the "Original Filing") on behalf of Robert G. Mondavi, R. Michael Mondavi, Timothy J. Mondavi and Marcia Mondavi Borger (together, the "Original Reporting Persons") and amended as of September 14, 2004 and November 3, 2004 with respect to the (a) shares of Class A Common Stock of Issuer (the "Class A Stock" or the "Shares"); (b) shares of Class B Common Stock of Issuer (the "Class B Stock"), which are not publicly traded but which are convertible at any time, at the option of the holder, into shares of Class A Stock; and (c) options to purchase shares of Class A Stock (the "Options"). All information in this Schedule 13D/A concerning any Reporting Person is being supplied solely by such Reporting Person, and only such Reporting Person shall be deemed responsible for the accuracy of such information. Statements made herein concerning the Reporting Persons are made severally by the Reporting Persons and not jointly, and no Reporting Person shall be responsible for the accuracy of information contained herein which has been supplied by or relates to another Reporting Person.

Item 1. Security and Issuer.

This statement on Schedule 13D/A relates to the Class A Stock. The principal executive offices of the Issuer are located at 841 Latour Court, Napa, California 94558.

Item 4. Purpose of Transaction.

Item 4 of the Amendment is hereby restated in its entirety as follows:

At the annual meeting of shareholders of Issuer held on December 22, 2004 (the "Annual Meeting"), at which a quorum was present, the Agreement and Plan of Merger (the "Merger Agreement") dated as of November 3, 2004, by and among Issuer, Constellation Brands, Inc. ("Constellation") and RMD Acquisition Corp. ("Merger Sub"), was approved and adopted by a majority of the holders of the shares of Class A Stock of the Issuer, excluding the shares of Class A Stock held by record holders of Class B Stock of the Issuer. Pursuant to the support agreement dated November 3, 2004 and described in and attached as an exhibit to the Schedule 13D/A dated November 3, 2004, approval of the Merger Agreement by the requisite number of holders of shares of Class B Stock has also been received. As a result, the Merger Agreement and the merger of Merger Sub into Issuer, with the Issuer as the surviving corporation (the "Merger"), have been approved by the Issuer's shareholders.

On December 22, 2004, the Merger was completed, and each issued and then outstanding share of Class A Stock (excluding any shares of Class A Stock owned by Constellation, Merger Sub or Issuer or any of their respective wholly-owned subsidiaries and any shares of Class A Stock owned by shareholders properly exercising appraisal rights pursuant to Section 1300 of the California General Corporation Law) was converted automatically into the right to receive \$56.50 in cash, without interest. As a result of the Merger, all shares of Class A Stock were cancelled and ceased to exist and the Issuer continues as a wholly-owned subsidiary of Constellation.

Item 5. Interest in Securities of the Issuer.

(a) This paragraph is hereby restated in its entirety as follows:

As a result of the Merger, none of the Reporting Persons beneficially owns or has power to vote any shares of Class A Stock.

(b) This paragraph is hereby restated in its entirety as follows:

As a result of the Merger, none of the Reporting Persons has shared or sole voting or dispositive power with respect to the shares of Class A Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby restated as follows:

As a result of the Merger, there are no contracts, arrangements, understandings or relationships among the Reporting Persons or between the Reporting Persons and any person with respect to any securities of the Issuer.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

/s/ Robert G. Mondavi

Signature

Robert G. Mondavi

(Name/Title)

SIGNATURE

Date

/s/ Timothy J. Mondavi

Signature

Timothy J. Mondavi

(Name/Title)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

/s/ Marcia Mondavi Borger

Signature

Marcia Mondavi Borger

(Name/Title)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

/s/ Ted W. Hall

Signature

Ted W. Hall

(Name/Title)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

/s/ Gregory M. Evans

Signature

Gregory M. Evans

(Name/Title)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

/s/ Adrian Bellamy

Signature

Adrian Bellamy

(Name/Title)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

/s/ Frank Farella

Signature

Frank Farella

(Name/Title)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

/s/ Philip Greer

Signature

Philip Greer

(Name/Title)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

/s/ Anthony Greener

Signature

Anthony Greener

(Name/Title)

(Name/Title)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

/s/ John M. Thompson

Signature

John M. Thompson

(Name/Title)