

MOLSON COORS BREWING CO
Form 10-Q/A
September 14, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the Quarterly period ended June 25, 2006

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____
Commission File Number: 1-14829

MOLSON COORS BREWING COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

84-0178360

(I.R.S. Employer
Identification No.)

**1225 17th Street, Denver, Colorado
1555 Notre Dame Street East, Montréal,
Québec, Canada**

(Address of principal executive offices)

80202

H2L 2R5

(Zip Code)

303-279-6565 (Colorado)

514-521-1786 (Québec)

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of July 28, 2006:

Class A Common Stock 1,346,586 shares
Class B Common Stock 63,977,135 shares

Exchangeable shares:

As of July 28, 2006, the following number of exchangeable shares was outstanding for Molson Coors Canada, Inc.:

Class A Exchangeable shares 1,735,120
Class B Exchangeable shares 19,075,001

In addition, the registrant has outstanding one share of special Class A voting stock, through which the holders of Class A exchangeable shares and Class B exchangeable shares of Molson Coors Canada Inc. (a subsidiary of the registrant), respectively, may exercise their voting rights with respect to the registrant. The special Class A and Class B voting stock are entitled to one vote for each of the exchangeable share classes, respectively, excluding shares held by the registrant or its subsidiaries, and generally vote together with the Class A common stock and Class B common stock, respectively, on all matters on which the Class A common stock and Class B common stock are entitled to vote. The trustee holder of the special Class A voting stock and the special Class B voting stock has the right to cast a number of votes equal to the number of then outstanding Class A exchangeable shares and Class B exchangeable shares, respectively.

Explanatory Note

This Amendment No. 1 on Form 10Q/A amends our quarterly report on Form 10-Q for the quarter ended June 25, 2006 (the "Original Filing"), which was originally filed with the SEC on August 4, 2006. The purpose of this Amendment No. 1 is solely to include information required to be disclosed in Part II-Other Information, Item 4. Submission of Matters to a Vote of Security Holders.

This Amendment No. 1 amends only Item 4 of Part II of the Original Filing and no other information in the Original Filing is amended hereby. In addition, pursuant to Regulation 12B-15, Item 6 of Part II of the Original Filing has been amended to contain currently dated certifications from the Company's Chief Executive Officer and Chief Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002. The certifications of the Company's Chief Executive Officer and Chief Financial Officer are attached to this Amendment No. 1 as Exhibits 31.1 and 31.2.

The Submission of Matters to a Vote of Security Holders section included in Part II of the Company's quarterly report on Form 10-Q for the quarter ended June 25, 2006 is hereby amended to include the following:

PART II. OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Annual Meeting of Stockholders of Molson Coors Brewing Company held on May 17, 2006, the holders of shares of the Company's Class A Stock elected 11 directors and the holders of the Company's Class B Stock elected 3 directors. In addition, the holders of the Company's Class A stock ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent auditor for 2006. The results of those votes are tabulated below:

ELECTION OF CLASS A DIRECTORS

DIRECTOR NOMINEE	FOR	WITHHELD
Francesco Bellini	2,673,590	32
Rosalind G. Brewer	2,673,590	32
Peter H. Coors	2,563,391	110,231
Franklin W. Hobbs	2,673,590	32

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W. Leo Kiely III	2,563,391	110,231
Gary S. Matthews	2,673,590	32
Eric H. Molson	2,563,391	110,231
Andrew T. Molson	2,563,391	110,231
Melissa Coors Osborn	2,563,391	110,231
Pamela H. Patsley	2,673,590	32
H. Sanford Riley	2,673,590	32

ELECTION OF CLASS B DIRECTORS

DIRECTOR NOMINEE	FOR	WITHHELD
John E. Cleghorn	63,676,779	3,322,545
Charles M. Herington	64,101,988	2,897,336
David P. O'Brien	63,679,909	3,319,415

CLASS A PROPOSAL

RATIFICATION OF THE	FOR	AGAINST	WITHHELD
Appointment of PricewaterhouseCoopers LLP	2,673,592	2	28

ITEM 6. EXHIBITS

The following are filed as a part of this Report on Form 10-Q/A:

(a) Exhibits

Exhibit Number	Document Description
31.1	Section 302 Certification of Chief Executive Officer.
31.2	Section 302 Certification of Chief Financial Officer.

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 thereunto duly authorized.

MOLSON COORS BREWING COMPANY

By: /s/ MARTIN L. MILLER

 Martin L. Miller
Vice President and Global Controller
(Chief Accounting Officer)
 September 14, 2006

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Explanatory Note

PART II. OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

ITEM 6. EXHIBITS