Section 1: 10-Q (10-Q)

United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended October 31, 2018

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 No. **001-00123**

Brown-Forman Corporation
(Exact name of Registrant as specified in its Charter)

Delaware (State or other jurisdiction of incorporation or organization)	**61-0143150** (IRS Employer Identification No.)
850 Dixie Highway **Louisville, Kentucky** (Address of principal executive offices)	**40210** (Zip Code)

(502) 585-1100
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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 has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		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. ☐

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: November 30, 2018

Class A Common Stock ($.15 par value, voting)	169,010,917
Class B Common Stock ($.15 par value, nonvoting)	307,948,847

BROWN-FORMAN CORPORATION
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

BROWN-FORMAN CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(Dollars in millions, except per share amounts)

	Three Months Ended October 31, 2017	Three Months Ended October 31, 2018	Six Months Ended October 31, 2017	Six Months Ended October 31, 2018
Sales	$ 1,166	$ 1,161	$ 2,095	$ 2,148
Excise taxes	252	251	458	472
Net sales	914	910	1,637	1,676
Cost of sales	304	320	534	563
Gross profit	610	590	1,103	1,113
Advertising expenses	109	102	196	200
Selling, general, and administrative expenses	162	161	323	329
Other expense (income), net	(10)	(5)	(11)	(12)
Operating income	349	332	595	596
Non-operating postretirement expense	3	2	5	4
Interest income	(1)	(2)	(2)	(4)
Interest expense	16	22	32	44
Income before income taxes	331	310	560	552
Income taxes	92	61	143	103
Net income	$ 239	$ 249	$ 417	$ 449
Earnings per share:				
Basic	$ 0.50	$ 0.52	$ 0.87	$ 0.93
Diluted	$ 0.49	$ 0.52	$ 0.86	$ 0.93

See notes to the condensed consolidated financial statements.

BROWN-FORMAN CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(Dollars in millions)

	Three Months Ended October 31,		Six Months Ended October 31,	
	2017	2018	2017	2018
Net income	$ 239	$ 249	$ 417	$ 449
Other comprehensive income (loss), net of tax:				
Currency translation adjustments	(25)	(27)	9	(39)
Cash flow hedge adjustments	7	22	(16)	45
Postretirement benefits adjustments	3	4	6	7
Net other comprehensive income (loss)	(15)	(1)	(1)	13
Comprehensive income	$ 224	$ 248	$ 416	$ 462

See notes to the condensed consolidated financial statements.

BROWN-FORMAN CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(Dollars in millions)

	April 30, 2018	October 31, 2018
Assets		
Cash and cash equivalents	$ 239	$ 193
Accounts receivable, less allowance for doubtful accounts of $7 at April 30 and October 31	639	768
Inventories:		
Barreled whiskey	947	937
Finished goods	225	303
Work in process	117	145
Raw materials and supplies	90	92
Total inventories	1,379	1,477
Other current assets	298	305
Total current assets	2,555	2,743
Property, plant and equipment, net	780	785
Goodwill	763	750
Other intangible assets	670	648
Deferred tax assets	16	16
Other assets	192	207
Total assets	$ 4,976	$ 5,149
Liabilities		
Accounts payable and accrued expenses	$ 581	$ 620
Accrued income taxes	25	17
Short-term borrowings	215	258
Total current liabilities	821	895
Long-term debt	2,341	2,288
Deferred tax liabilities	85	113
Accrued pension and other postretirement benefits	191	193
Other liabilities	222	163
Total liabilities	3,660	3,652
Commitments and contingencies		
Stockholders' Equity		
Common stock:		
Class A, voting, $0.15 par value (170,000,000 shares authorized; 170,000,000 shares issued)	25	25
Class B, nonvoting, $0.15 par value (400,000,000 shares authorized; 314,532,000 shares issued)	47	47
Additional paid-in capital	4	4
Retained earnings	1,730	2,016
Accumulated other comprehensive income (loss), net of tax	(378)	(365)
Treasury stock, at cost (3,531,000 and 5,932,000 shares at April 30 and October 31, respectively)	(112)	(230)
Total stockholders' equity	1,316	1,497
Total liabilities and stockholders' equity	$ 4,976	$ 5,149

See notes to the condensed consolidated financial statements.

BROWN-FORMAN CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in millions)

	Six Months Ended October 31, 2017	Six Months Ended October 31, 2018
Cash flows from operating activities:		
Net income	$ 417	$ 449
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	31	36
Stock-based compensation expense	9	9
Deferred income taxes	(10)	4
Changes in assets and liabilities	(229)	(226)
Cash provided by operating activities	218	272
Cash flows from investing activities:		
Additions to property, plant, and equipment	(64)	(53)
Payments for corporate-owned life insurance	(4)	(2)
Computer software expenditures	(1)	(2)
Cash used for investing activities	(69)	(57)
Cash flows from financing activities:		
Net change in short-term borrowings	21	42
Net payments related to exercise of stock-based awards	(7)	(5)
Acquisition of treasury stock	(1)	(128)
Dividends paid	(140)	(152)
Cash used for financing activities	(127)	(243)
Effect of exchange rate changes on cash and cash equivalents	8	(18)
Net increase (decrease) in cash and cash equivalents	30	(46)
Cash and cash equivalents, beginning of period	182	239
Cash and cash equivalents, end of period	$ 212	$ 193

See notes to the condensed consolidated financial statements.

In these notes, “we,” “us,” “our,” “Brown-Forman,” and the “Company” refer to Brown-Forman Corporation and its consolidated subsidiaries, collectively.

1. **Condensed Consolidated Financial Statements**

We prepared the accompanying unaudited condensed consolidated financial statements pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (SEC) for interim financial information. In accordance with those rules and regulations, we condensed or omitted certain information and disclosures normally included in annual financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP). In our opinion, the accompanying financial statements include all adjustments, consisting only of normal recurring adjustments (unless otherwise indicated), necessary for a fair statement of our financial results for the periods covered by this report. The results for interim periods are not necessarily indicative of future or annual results.

We suggest that you read these condensed financial statements together with the financial statements and footnotes included in our Annual Report on Form 10-K for the fiscal year ended April 30, 2018 (2018 Form 10-K). Except for adopting the new accounting standards discussed below, we prepared the accompanying financial statements on a basis that is substantially consistent with the accounting principles applied in our 2018 Form 10-K.

Recently adopted accounting standards. As of May 1, 2018, we adopted the following Accounting Standards Updates (ASUs) issued by the Financial Accounting Standards Board (FASB):

- ASU 2014-09: Revenue from Contracts with Customers. This update, codified along with various amendments as Accounting Standards Codification Topic 606 (ASC 606), replaces previous revenue recognition guidance. The core principle of ASC 606 requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration that it expects to be entitled to in exchange for those goods or services. ASC 606 also requires more financial statement disclosures than were required by previous revenue recognition standards. We applied this new guidance on a modified retrospective basis through a cumulative-effect adjustment that reduced retained earnings as of May 1, 2018, by $25 million (net of tax). See Note 2 for additional information about our revenues and the impact of adopting ASC 606.

- ASU 2016-15: Classification of Certain Cash Receipts and Cash Payments. This new guidance addresses eight specific issues related to the classification of certain cash receipts and cash payments on the statement of cash flows. The impact of adopting the new guidance was limited to a change in our classification of cash payments for premiums on corporate-owned life insurance policies, which we previously reflected in operating activities. Under the new guidance, we classify those payments as investing activities. We retrospectively adjusted prior period cash flow statements to conform to the new classification. As a result, we reclassified payments of $4 million from operating activities to investing activities for the six months ended October 31, 2017.

- ASU 2016-16: Income Taxes: Intra-Entity Transfers of Assets Other Than Inventory. This revised guidance requires the recognition of the income tax consequences (expense or benefit) of an intercompany transfer of assets other than inventory when the transfer occurs. It maintains the existing requirement to defer the recognition of the income tax consequences of an intercompany transfer of inventory until the inventory is sold to an outside party. We applied the guidance on a modified retrospective basis through a cumulative-effect adjustment that increased retained earnings as of May 1, 2018, by $20 million.

- ASU 2017-04: Simplifying the Test for Goodwill Impairment. This updated guidance eliminates the second step of the previous two-step quantitative test of goodwill for impairment. Under the new guidance, the quantitative test consists of a single step in which the carrying amount of the reporting unit is compared to its fair value. An impairment charge would be recognized for the amount by which the carrying amount exceeds the reporting unit’s fair value; however, the amount of the impairment would be limited to the total amount of goodwill allocated to the reporting unit. The guidance does not affect the existing option to perform the qualitative assessment for a reporting unit to determine whether the quantitative impairment test is necessary. The prospective adoption of the new standard had no impact on our consolidated financial statements.

- ASU 2017-07: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. This new guidance addresses the presentation of the net periodic cost (NPC) associated with pension and other postretirement benefit plans. The guidance requires the service cost component of the NPC to be reported in the income statement in the same line item(s) as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of the NPC are to be presented separately from the service cost and outside of income from operations. In addition, the guidance allows only the service cost component of NPC to be eligible for capitalization when applicable. We applied the guidance retrospectively for the presentation in the income statement and prospectively for the capitalization of service cost. The retrospective application increased previously-reported operating income by $3 million and $5 million for the three and six months ended October 31, 2017, respectively. As the retrospective application merely reclassified amounts from operating income to non-operating expense, there was no effect on previously-reported net income or earnings per share.

New accounting standards to be adopted. The FASB has issued the ASUs described below that we are not required to adopt until May 1, 2019 (although early adoption is permitted). We are currently evaluating their potential impact on our consolidated financial statements.

- ASU 2016-02: Leases. This update, codified along with various amendments as Accounting Standards Codification Topic 842 (ASC 842), replaces existing lease accounting guidance. Under ASC 842, a lessee should recognize on its balance sheet a liability to make lease payments and a right-of-use asset representing its right to use the underlying asset for the lease term. ASC 842 permits an entity to make an accounting policy election not to recognize lease assets and liabilities for leases with a term of 12 months or less. It also requires additional quantitative and qualitative disclosures about leasing arrangements.

  We are continuing to assess the potential impact on our financial statements of adopting ASC 842. As we progress in our assessment, we are identifying and preparing to make any changes to our accounting policies and practices, systems, processes, and controls that may be required to implement the new standard. Although we are unable to quantify the impact of adoption at this time, the amount of lease liabilities and right-of-use assets to be recognized on our balance sheet could be material. We do not currently expect adoption to have a material impact on our results of operations, stockholders' equity, or cash flows.

  We will adopt ASC 842 as of May 1, 2019, using a modified retrospective transition approach for leases existing at that date. For the transition, we expect to elect to use the package of practical expedients to not reassess (a) whether existing contracts are or contain leases, (b) the classification of existing leases, and (c) initial direct costs for existing leases.

- ASU 2017-12: Targeted Improvements to Accounting for Hedging Activities. This new guidance is intended to better align hedge accounting with an entity's risk management activities and improve disclosures about hedges. The guidance expands hedge accounting for financial and nonfinancial risk components, eliminates the requirement to separately measure and report hedge ineffectiveness, simplifies the way assessments of hedge effectiveness may be performed, and amends some presentation and disclosure requirements for hedges. It is to be applied using a modified retrospective transition approach for cash flow and net investment hedges existing at the date of adoption. The amended presentation and disclosure guidance is required only prospectively. We have not yet determined our plans for adoption, but currently do not expect to adopt this new guidance before the required adoption date.

- ASU 2018-02: Reclassification of Certain Effects from Accumulated Other Comprehensive Income. This new guidance would allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act enacted by the U.S. government in December 2017. It is to be applied either in the period of adoption or retrospectively to each period in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act is recognized. We have not yet determined our plans for adoption, but currently do not expect to adopt this new guidance before the required adoption date.

There are no other new accounting standards to be adopted that we currently believe might have a significant impact on our consolidated financial statements.

Reclassifications. We have reclassified some previously reported expense amounts related to certain marketing research and promotional agency costs to conform to the current year classification. These immaterial reclassifications between advertising expenses and selling, general, and administrative expenses had no impact on net income.

2. **Net Sales**

Effective May 1, 2018, we updated our policy for recognizing revenue ("net sales") to reflect the adoption of ASC 606. We describe the updated policy below. Also, we show how the adoption impacted our financial statements and we present disaggregated net sales information in accordance with the new standard.

Revenue recognition policy. Our net sales predominantly reflect global sales of beverage alcohol consumer products. We sell these products under contracts with different types of customers, depending on the market. The customer is most often a distributor, wholesaler, or retailer.

Each contract typically includes a single performance obligation to transfer control of the products to the customer. Depending on the contract, control is transferred when the products are either shipped or delivered to the customer, at which point we recognize the transaction price for those products as net sales. The transaction price recognized at that point reflects our estimate of the consideration to be received in exchange for the products. The actual amount may ultimately differ due to the effect of various customer incentives and trade promotion activities. In making our estimates, we consider our historical experience and current expectations, as applicable. Adjustments recognized during the three and six months ended October 31, 2018, for changes in estimated transaction prices of products sold in prior periods were not material.

Net sales exclude taxes we collect from customers that are imposed by various governments on our sales, and are reduced by payments to customers unless made in exchange for distinct goods or services with fair values approximating the payments.

Net sales include any amounts we bill customers for shipping and handling activities related to the products. We recognize the cost of those activities in cost of sales during the same period in which we recognize the related net sales.

Sales returns, which are permitted only in limited situations, are not material.

Customer payment terms generally range from 30 to 90 days. There are no significant amounts of contract assets or liabilities.

Impact of adoption. We adopted ASC 606 using the modified retrospective method. As a result, we recorded an adjustment that decreased retained earnings as of May 1, 2018, by $25 million (net of tax). The adjustment reflects the cumulative effect on that date of applying our updated revenue recognition policy, under which we recognize the cost of certain customer incentives earlier than we did before adopting ASC 606. Although we do not expect this change in timing to have a significant impact on a full-year basis, we do anticipate some change in the pattern of recognition among fiscal quarters. Additionally, some payments to customers that we classified as expenses before adopting the new standard are classified as reductions of net sales under our new policy.

The following table shows how the adoption of ASC 606 impacted our consolidated statement of operations for the three months ended October 31, 2018:

	Three Months Ended October 31, 2018		
(Dollars in millions, except per share amounts)	Under Prior Guidance	As Reported Under ASC 606	Effect of Adoption
Sales	$ 1,169	$ 1,161	$ (8)
Excise taxes	251	251	—
Net sales	918	910	(8)
Cost of sales	320	320	—
Gross profit	598	590	(8)
Advertising expenses	107	102	(5)
Selling, general, and administrative expenses	162	161	(1)
Other expense (income), net	(5)	(5)	—
Operating income	334	332	(2)
Non-operating postretirement expense	2	2	—
Interest income	(2)	(2)	—
Interest expense	22	22	—
Income before income taxes	312	310	(2)
Income taxes	61	61	—
Net income	$ 251	$ 249	$ (2)
Earnings per share:			
Basic	$ 0.52	$ 0.52	$ —
Diluted	$ 0.52	$ 0.52	$ —

The following table shows how the adoption of ASC 606 impacted our consolidated statement of operations for the six months ended October 31, 2018:

	Six Months Ended October 31, 2018		
(Dollars in millions, except per share amounts)	Under Prior Guidance	As Reported Under ASC 606	Effect of Adoption
Sales	$ 2,166	$ 2,148	$ (18)
Excise taxes	472	472	—
Net sales	1,694	1,676	(18)
Cost of sales	563	563	—
Gross profit	1,131	1,113	(18)
Advertising expenses	208	200	(8)
Selling, general, and administrative expenses	331	329	(2)
Other expense (income), net	(12)	(12)	—
Operating income	604	596	(8)
Non-operating postretirement expense	4	4	—
Interest income	(4)	(4)	—
Interest expense	44	44	—
Income before income taxes	560	552	(8)
Income taxes	105	103	(2)
Net income	$ 455	$ 449	$ (6)
Earnings per share:			
Basic	$ 0.94	$ 0.93	$ (0.01)
Diluted	$ 0.94	$ 0.93	$ (0.01)

The following table shows how the adoption of ASC 606 impacted our consolidated balance sheet as of October 31, 2018:

	As of October 31, 2018		
(Dollars in millions)	Under Prior Guidance	As Reported Under ASC 606	Effect of Adoption
Assets			
Other current assets	$ 306	$ 305	$ (1)
Deferred tax assets	15	16	1
Total assets	5,149	5,149	—
Liabilities			
Accounts payable and accrued expenses	$ 580	$ 620	$ 40
Deferred tax liabilities	122	113	(9)
Total liabilities	3,621	3,652	31
Stockholders' Equity			
Retained earnings	$ 2,047	$ 2,016	$ (31)
Total stockholders' equity	1,528	1,497	(31)

Disaggregated revenues.

The following table shows our net sales by geography:

	Three Months Ended October 31,		Six Months Ended October 31,	
(Dollars in millions)	2017	2018	2017	2018
United States	$ 438	$ 447	$ 793	$ 804
Developed International[1]	248	234	441	449
Emerging[2]	159	164	282	295
Travel Retail[3]	44	38	74	76
Non-branded and bulk[4]	25	27	47	52
Total	$ 914	$ 910	$ 1,637	$ 1,676

[1]Represents net sales of branded products to "advanced economies" as defined by the International Monetary Fund (IMF), excluding the United States. Our largest developed international markets are the United Kingdom, Australia, and Germany.
[2]Represents net sales of branded products to "emerging and developing economies" as defined by the IMF. Our largest emerging markets are Mexico and Poland.
[3]Represents net sales of branded products to global duty-free customers, travel retail customers, and the U.S. military regardless of customer location.
[4]Includes net sales of used barrels, bulk whiskey and wine, and contract bottling regardless of customer location.

The following table shows our net sales by product category:

(Dollars in millions)	Three Months Ended October 31, 2017	Three Months Ended October 31, 2018	Six Months Ended October 31, 2017	Six Months Ended October 31, 2018
Whiskey[1]	$ 713	$ 706	$ 1,270	$ 1,308
Tequila[2]	64	70	122	132
Vodka[3]	35	34	66	60
Wine[4]	63	62	105	102
Rest of portfolio	14	11	27	22
Non-branded and bulk[5]	25	27	47	52
Total	$ 914	$ 910	$ 1,637	$ 1,676

[1]Includes all whiskey spirits and whiskey-based flavored liqueurs, ready-to-drink, and ready-to-pour products. The brands included in this category are the Jack Daniel's family of brands, Woodford Reserve, Canadian Mist, GlenDronach, BenRiach, Glenglassaugh, Old Forester, Early Times, Slane Irish Whiskey, and Coopers' Craft.

[2]Includes el Jimador, Herradura, New Mix, Pepe Lopez, and Antiguo.

[3]Includes Finlandia.

[4]Includes Korbel Champagne and Sonoma-Cutrer wines.

[5]Includes net sales of used barrels, bulk whiskey and wine, and contract bottling regardless of customer location.

3. Income Taxes

Our consolidated interim effective tax rate is based upon our expected annual operating income, statutory tax rates, and income tax laws in the various jurisdictions in which we operate. Significant or unusual items, including adjustments to accruals for tax uncertainties, are recognized in the fiscal quarter in which the related event or a change in judgment occurs. The effective tax rate of 18.6% for the six months ended October 31, 2018, is lower than the expected tax rate of 21.4% on ordinary income for the full fiscal year, primarily due to (a) the impact of discrete items, including true-ups to prior year tax returns, (b) the impact of the current year net adjustment to the provisional repatriation U.S. tax charge that was made during fiscal 2018 (discussed below), and (c) the excess tax benefits related to stock-based compensation. Our expected tax rate includes current fiscal year additions for existing tax contingency items.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (Tax Act). The Tax Act significantly revised the future ongoing U.S. corporate income tax by, among other things, lowering U.S. corporate income tax rates and implementing a territorial tax system. As we have an April 30 fiscal year-end, the lower corporate income tax rate was phased in, resulting in a U.S. statutory federal rate of 30.4% for our fiscal year ended April 30, 2018, and 21% for our current and subsequent fiscal years. For the six months ended October 31, 2018, the impact of reducing the U.S. statutory federal rate from 35% (the pre-Tax Act rate) to 21% resulted in a tax benefit of approximately $60 million.

There are also certain transitional impacts of the Tax Act. As part of the transition to the new territorial tax system, the Tax Act imposed a one-time repatriation tax on deemed repatriation of historical earnings of foreign subsidiaries. In addition, the reduction of the U.S. corporate tax rate caused us to adjust our U.S. deferred tax assets and liabilities to the lower federal base rate of 21%. These transitional impacts resulted in a provisional net charge of $43 million for the year ended April 30, 2018, comprised of a provisional repatriation U.S. tax charge of $91 million and a provisional net deferred tax benefit of $48 million. In the six months ended October 31, 2018, we recorded a benefit of $4 million as an adjustment to the provisional repatriation tax.

Historically, we have asserted that the undistributed earnings of our foreign subsidiaries are reinvested indefinitely outside the United States. Therefore, no income taxes have been provided for any outside basis differences inherent in these subsidiaries other than those subject to the one-time repatriation tax. As of October 31, 2018, we changed our indefinite reinvestment assertion with respect to current year earnings and prior year undistributed earnings for one of those foreign subsidiaries (but not for its other outside basis differences). We intend to repatriate approximately $120 million of cash to the United States from this subsidiary during the fiscal quarter ending January 31, 2019. No incremental taxes are due on this distribution of cash beyond the repatriation tax recorded in fiscal year 2018. We have not changed the indefinite reinvestment assertion for undistributed earnings or other outside basis differences for any of the other foreign subsidiaries. We will continue to evaluate our future cash deployment and may change our indefinite reinvestment assertion in future periods.

The Tax Act also established new tax laws that impact our financial statements beginning in the current fiscal year. These new laws include, but are not limited to (a) Global Intangible Low-Tax Income (GILTI), a new provision for tax on low-tax foreign earnings; (b) Base Erosion Anti-abuse Tax (BEAT), a new minimum tax; (c) Foreign-Derived Intangible Income (FDII), a new provision for deductions related to foreign-derived intangibles; (d) repeal of the domestic production activity deduction; and (e) limitations on certain executive compensation. For the six months ended October 31, 2018, the net impact of these provisions was approximately $7 million of additional tax.

As noted, certain income earned by foreign subsidiaries must be included in U.S. taxable income under the GILTI provisions. The FASB allows an accounting policy election of either recognizing deferred taxes for temporary differences expected to reverse as GILTI in future years or recognizing such taxes as a current period expense when incurred. We have elected to recognize these taxes as a current period expense when incurred.

The changes included in the Tax Act are broad and complex. The final transition impacts of the Tax Act may differ from the current estimates, due to, among other things, changes in interpretations of the Tax Act, any legislative action to address questions that arise because of the Tax Act, any changes in accounting standards for income taxes or related interpretations in response to the Tax Act, or any updates or changes to estimates we have used to calculate the transition impacts, including impacts from changes to current year earnings estimates and foreign currency exchange rates. The SEC has issued rules that allow for a measurement period of up to one year after the enactment date of the Tax Act to finalize the recording of the related tax impacts. As of October 31, 2018, the amounts recorded for the Tax Act remain provisional for the one-time repatriation tax and the adjustment to our U.S. deferred tax assets and liabilities. We will finalize and record any additional adjustments within the allowed measurement period.

4. **Earnings Per Share**

We calculate basic earnings per share by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share further includes the dilutive effect of stock-based compensation awards. We calculate that dilutive effect using the “treasury stock method” (as defined by GAAP).

The following table presents information concerning basic and diluted earnings per share:

	Three Months Ended October 31,		Six Months Ended October 31,	
(Dollars in millions, except per share amounts)	2017	2018	2017	2018
Net income available to common stockholders	$ 239	$ 249	$ 417	$ 449
Share data (in thousands):				
Basic average common shares outstanding	480,150	480,436	480,095	480,647
Dilutive effect of stock-based awards	3,134	3,155	3,035	3,316
Diluted average common shares outstanding	483,284	483,591	483,130	483,963
Basic earnings per share	$ 0.50	$ 0.52	$ 0.87	$ 0.93
Diluted earnings per share	$ 0.49	$ 0.52	$ 0.86	$ 0.93

We excluded common stock-based awards for approximately 1,501,000 shares and 347,000 shares from the calculation of diluted earnings per share for the three months ended October 31, 2017 and 2018, respectively. We excluded common stock-based awards for approximately 1,610,000 shares and 595,000 shares from the calculation of diluted earnings per share for the six months ended October 31, 2017 and 2018, respectively. We excluded those awards because they were not dilutive for those periods under the treasury stock method.

5. **Inventories**

Inventories are valued at the lower of cost or market. Some of our consolidated inventories are valued using the last-in, first-out (LIFO) method, which we use for the majority of our U.S. inventories. If the LIFO method had not been used, inventories at current cost would have been $290 million higher than reported as of April 30, 2018, and $298 million higher than reported as of October 31, 2018. Changes in the LIFO valuation reserve for interim periods are based on a proportionate allocation of the estimated change for the entire fiscal year.

6. Goodwill and Other Intangible Assets

The following table shows the changes in goodwill (which includes no accumulated impairment losses) and other intangible assets during the six months ended October 31, 2018:

(Dollars in millions)	Goodwill	Other Intangible Assets
Balance at April 30, 2018	$ 763	$ 670
Foreign currency translation adjustment	(13)	(22)
Balance at October 31, 2018	$ 750	$ 648

Our other intangible assets consist of trademarks and brand names, all with indefinite useful lives.

7. Commitments and Contingencies

We operate in a litigious environment, and we are sued in the normal course of business. Sometimes plaintiffs seek substantial damages. Significant judgment is required in predicting the outcome of these suits and claims, many of which take years to adjudicate. We accrue estimated costs for a contingency when we believe that a loss is probable and we can make a reasonable estimate of the loss, and then adjust the accrual as appropriate to reflect changes in facts and circumstances. We do not believe it is reasonably possible that these existing loss contingencies, individually or in the aggregate, would have a material adverse effect on our financial position, results of operations, or liquidity. No material accrued loss contingencies are recorded as of October 31, 2018.

We have guaranteed the repayment by a third-party importer of its obligation under a bank credit facility that it uses in connection with its importation of our products in Russia. If the importer were to default on that obligation, which we believe is unlikely, our maximum possible exposure under the existing terms of the guaranty would be approximately $10 million (subject to changes in foreign currency exchange rates). Both the fair value and carrying amount of the guaranty are insignificant.

As of October 31, 2018, our actual exposure under the guaranty of the importer's obligation is approximately $7 million. We also have accounts receivable from that importer of approximately $11 million at October 31, 2018, which we expect to collect in full.

Based on the financial support we provide to the importer, we believe it meets the definition of a variable interest entity. However, because we do not control this entity, it is not included in our consolidated financial statements.

8. Debt

Our long-term debt (net of unamortized discount and issuance costs) consists of:

(Principal and carrying amounts in millions)	April 30, 2018	October 31, 2018
2.25% senior notes, $250 principal amount, due January 15, 2023	$ 248	$ 248
3.50% senior notes, $300 principal amount, due April 15, 2025	296	296
1.20% senior notes, €300 principal amount, due July 7, 2026	361	338
2.60% senior notes, £300 principal amount, due July 7, 2028	408	377
4.00% senior notes, $300 principal amount, due April 15, 2038	293	293
3.75% senior notes, $250 principal amount, due January 15, 2043	248	248
4.50% senior notes, $500 principal amount, due July 15, 2045	487	488
	$ 2,341	$ 2,288

As of April 30, 2018, our short-term borrowings consisted of $215 million of commercial paper, with an average interest rate of 2.04%, and an average remaining maturity of 23 days. As of October 31, 2018, our short-term borrowings of $258 million included $257 million of commercial paper, with an average interest rate of 2.37%, and an average remaining maturity of 21 days.

9. Fair Value Measurements

The following table summarizes the assets and liabilities measured or disclosed at fair value on a recurring basis:

	April 30, 2018		October 31, 2018	
(Dollars in millions)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets				
Cash and cash equivalents	$ 239	$ 239	$ 193	$ 193
Currency derivatives	1	1	31	31
Liabilities				
Currency derivatives	39	39	6	6
Short-term borrowings	215	215	258	258
Long-term debt	2,341	2,386	2,288	2,294

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. We categorize the fair values of assets and liabilities into three levels based upon the assumptions (inputs) used to determine those values. Level 1 provides the most reliable measure of fair value, while Level 3 generally requires significant management judgment. The three levels are:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Observable inputs other than those included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in inactive markets; or other inputs that are observable or can be derived from or corroborated by observable market data.
- Level 3 – Unobservable inputs supported by little or no market activity.

We determine the fair values of our currency derivatives (forward contracts) using standard valuation models. The significant inputs used in these models, which are readily available in public markets or can be derived from observable market transactions, include the applicable spot rates, forward rates, and discount rates. The discount rates are based on the historical U.S. Treasury rates. These fair value measurements are categorized as Level 2 within the valuation hierarchy.

We determine the fair value of long-term debt primarily based on the prices at which similar debt has recently traded in the market and also considering the overall market conditions on the date of valuation. These fair value measurements are categorized as Level 2 within the valuation hierarchy.

The fair values of cash, cash equivalents, and short-term borrowings approximate the carrying amounts due to the short maturities of these instruments.

We measure some assets and liabilities at fair value on a nonrecurring basis. That is, we do not measure them at fair value on an ongoing basis, but we do adjust them to fair value in some circumstances (for example, when we determine that an asset is impaired). No material nonrecurring fair value measurements were required during the periods presented in these financial statements.

10. Derivative Financial Instruments and Hedging Activities

Our multinational business exposes us to global market risks, including the effect of fluctuations in currency exchange rates, commodity prices, and interest rates. We use derivatives to help manage financial exposures that occur in the normal course of business. We formally document the purpose of each derivative contract, which includes linking the contract to the financial exposure it is designed to mitigate. We do not hold or issue derivatives for trading or speculative purposes.

We use currency derivative contracts to limit our exposure to the currency exchange risk that we cannot mitigate internally by using netting strategies. We designate most of these contracts as cash flow hedges of forecasted transactions (expected to occur within three years). We record all changes in the fair value of cash flow hedges (except any ineffective portion) in accumulated other comprehensive income (AOCI) until the underlying hedged transaction occurs, at which time we reclassify that amount into earnings. We assess the effectiveness of these hedges based on changes in forward exchange rates. The ineffective portion of the changes in fair value of our hedges (recognized immediately in earnings) during the periods presented in this report was not material.

We had outstanding currency derivatives, related primarily to our euro, British pound, and Australian dollar exposures, with notional amounts totaling $1,098 million at April 30, 2018 and $1,255 million at October 31, 2018.

We also use foreign currency-denominated debt to help manage our currency exchange risk. As of October 31, 2018, $615 million of our foreign currency-denominated debt instruments were designated as net investment hedges. These net investment hedges are intended to mitigate foreign exchange exposure related to non-U.S. dollar net investments in certain foreign subsidiaries. Any change in value of the designated portion of the hedging instruments is recorded in AOCI, offsetting the foreign currency translation adjustment of the related net investments that is also recorded in AOCI. There was no ineffectiveness related to our net investment hedges in any of the periods presented.

We do not designate some of our currency derivatives and foreign currency-denominated debt as hedges because we use them to at least partially offset the immediate earnings impact of changes in foreign exchange rates on existing assets or liabilities. We immediately recognize the change in fair value of these instruments in earnings.

We use forward purchase contracts with suppliers to protect against corn price volatility. We expect to physically take delivery of the corn underlying each contract and use it for production over a reasonable period of time. Accordingly, we account for these contracts as normal purchases rather than as derivative instruments.

The following tables present the pre-tax impact that changes in the fair value of our derivative instruments and non-derivative hedging instruments had on AOCI and earnings:

		Three Months Ended October 31,	
(Dollars in millions)	Classification	2017	2018
Derivative Instruments			
Currency derivatives designated as cash flow hedges:			
Net gain (loss) recognized in AOCI	n/a	$ 7	$ 30
Net gain (loss) reclassified from AOCI into earnings	Sales	(5)	—
Currency derivatives not designated as hedging instruments:			
Net gain (loss) recognized in earnings	Sales	1	3
Net gain (loss) recognized in earnings	Other income	(4)	(4)
Non-Derivative Hedging Instruments			
Foreign currency-denominated debt designated as net investment hedge:			
Net gain (loss) recognized in AOCI	n/a	1	19
Foreign currency-denominated debt not designated as hedging instrument:			
Net gain (loss) recognized in earnings	Other income	1	3

		Six Months Ended October 31,	
(Dollars in millions)	Classification	2017	2018
Derivative Instruments			
Currency derivatives designated as cash flow hedges:			
Net gain (loss) recognized in AOCI	n/a	$ (29)	$ 57
Net gain (loss) reclassified from AOCI into earnings	Sales	(3)	(2)
Currency derivatives not designated as hedging instruments:			
Net gain (loss) recognized in earnings	Sales	(2)	6
Net gain (loss) recognized in earnings	Other income	5	(1)
Non-Derivative Hedging Instruments			
Foreign currency-denominated debt designated as net investment hedge:			
Net gain (loss) recognized in AOCI	n/a	(15)	47
Foreign currency-denominated debt not designated as hedging instrument:			
Net gain (loss) recognized in earnings	Other income	(15)	8

We expect to reclassify $13 million of deferred net gains on cash flow hedges recorded in AOCI as of October 31, 2018, to earnings during the next 12 months. This reclassification would offset the anticipated earnings impact of the underlying hedged exposures. The actual amounts that we ultimately reclassify to earnings will depend on the exchange rates in effect when the underlying hedged transactions occur. As of October 31, 2018, the maximum term of our outstanding derivative contracts was 36 months.

The following table presents the fair values of our derivative instruments:

(Dollars in millions)	Classification	Fair value of derivatives in a gain position	Fair value of derivatives in a loss position
April 30, 2018			
Designated as cash flow hedges:			
Currency derivatives	Other current assets	$ 2	$ (2)
Currency derivatives	Other assets	1	—
Currency derivatives	Accrued expenses	4	(23)
Currency derivatives	Other liabilities	2	(18)
Not designated as hedges:			
Currency derivatives	Accrued expenses	1	(5)
October 31, 2018			
Designated as cash flow hedges:			
Currency derivatives	Other current assets	18	(3)
Currency derivatives	Other assets	18	(2)
Currency derivatives	Accrued expenses	1	(3)
Currency derivatives	Other liabilities	—	—
Not designated as hedges:			
Currency derivatives	Accrued expenses	—	(4)

The fair values reflected in the above table are presented on a gross basis. However, as discussed further below, the fair values of those instruments subject to net settlement agreements are presented on a net basis in our balance sheets.

In our statement of cash flows, we classify cash flows related to cash flow hedges in the same category as the cash flows from the hedged items.

Credit risk. We are exposed to credit-related losses if the counterparties to our derivative contracts default. This credit risk is limited to the fair value of the contracts. To manage this risk, we contract only with major financial institutions that have earned investment-grade credit ratings and with whom we have standard International Swaps and Derivatives Association (ISDA) agreements that allow for net settlement of the derivative contracts. Also, we have established counterparty credit guidelines that are regularly monitored, and we monetize contracts when we believe it is warranted. Because of these safeguards, we believe we have no derivative positions that warrant credit valuation adjustments.

Some of our derivative instruments require us to maintain a specific level of creditworthiness, which we have maintained. If our creditworthiness were to fall below that level, then the counterparties to our derivative instruments could request immediate payment or collateralization for derivative instruments in net liability positions. The aggregate fair value of all derivatives with creditworthiness requirements that were in a net liability position was $38 million at April 30, 2018 and $6 million at October 31, 2018.

Offsetting. As noted above, our derivative contracts are governed by ISDA agreements that allow for net settlement of derivative contracts with the same counterparty. It is our policy to present the fair values of current derivatives (i.e., those with a remaining term of 12 months or less) with the same counterparty on a net basis in the balance sheet. Similarly, we present the fair values of noncurrent derivatives with the same counterparty on a net basis. Current derivatives are not netted with noncurrent derivatives in the balance sheet.

The following table summarizes the gross and net amounts of our derivative contracts:

(Dollars in millions)	Gross Amounts of Recognized Assets (Liabilities)	Gross Amounts Offset in Balance Sheet	Net Amounts Presented in Balance Sheet	Gross Amounts Not Offset in Balance Sheet	Net Amounts
April 30, 2018					
Derivative assets	$ 10	$ (9)	$ 1	$ (1)	$ —
Derivative liabilities	(48)	9	(39)	1	(38)
October 31, 2018					
Derivative assets	37	(6)	31	—	31
Derivative liabilities	(12)	6	(6)	—	(6)

No cash collateral was received or pledged related to our derivative contracts as of April 30, 2018 or October 31, 2018.

11. **Pension and Other Postretirement Benefits**

The following table shows the components of the net cost of pension and other postretirement benefits recognized for our U.S. benefit plans. Information about similar international plans is not presented due to immateriality.

	Three Months Ended October 31,		Six Months Ended October 31,	
(Dollars in millions)	2017	2018	2017	2018
Pension Benefits:				
Service cost	$ 6	$ 6	$ 12	$ 12
Interest cost	7	9	15	17
Expected return on plan assets	(10)	(12)	(21)	(24)
Amortization of:				
Prior service cost (credit)	—	—	—	1
Net actuarial loss	6	5	11	10
Net cost	$ 9	$ 8	$ 17	$ 16
Other Postretirement Benefits:				
Interest cost	$ 1	$ 1	$ 1	$ 1
Amortization of prior service cost (credit)	(1)	(1)	(1)	(1)
Net cost	$ —	$ —	$ —	$ —

12. **Stockholders’ Equity**

The following table shows the changes in stockholders’ equity by quarter during the six months ended October 31, 2017:

(Dollars in millions)	Class A Common Stock	Class B Common Stock	Additional Paid-in Capital	Retained Earnings	AOCI	Treasury Stock	Total
Balance at April 30, 2017	$ 25	$ 43	$ 65	$ 4,470	$ (390)	$ (2,843)	$ 1,370
Retirement of treasury stock		(10)	(8)	(2,684)		2,702	—
Net income				178			178
Net other comprehensive income (loss)					14		14
Cash dividends				(140)			(140)
Acquisition of treasury stock						(1)	(1)
Stock-based compensation expense			4				4
Stock issued under compensation plans						9	9
Loss on issuance of treasury stock issued under compensation plans			(14)				(14)
Balance at July 31, 2017	25	33	47	1,824	(376)	(133)	1,420
Net income				239			239
Net other comprehensive income (loss)					(15)		(15)
Stock-based compensation expense			5				5
Stock issued under compensation plans						1	1
Loss on issuance of treasury stock issued under compensation plans			(3)				(3)
Balance at October 31, 2017	$ 25	$ 33	$ 49	$ 2,063	$ (391)	$ (132)	$ 1,647

The following table shows the changes in stockholders’ equity by quarter during the six months ended October 31, 2018:

(Dollars in millions)	Class A Common Stock	Class B Common Stock	Additional Paid-in Capital	Retained Earnings	AOCI	Treasury Stock	Total
Balance at April 30, 2018	$ 25	$ 47	$ 4	$ 1,730	$ (378)	$ (112)	$ 1,316
Cumulative effect of changes in accounting standards (Note 1)				(5)			(5)
Net income				200			200
Net other comprehensive income (loss)					14		14
Cash dividends				(152)			(152)
Acquisition of treasury stock						(6)	(6)
Stock-based compensation expense			5				5
Stock issued under compensation plans						9	9
Loss on issuance of treasury stock issued under compensation plans			(7)	(6)			(13)
Balance at July 31, 2018	25	47	2	1,767	(364)	(109)	1,368
Net income				249			249
Net other comprehensive income (loss)					(1)		(1)
Acquisition of treasury stock						(122)	(122)
Stock-based compensation expense			4				4
Stock issued under compensation plans						1	1
Loss on issuance of treasury stock issued under compensation plans			(2)				(2)
Balance at October 31, 2018	$ 25	$ 47	$ 4	$ 2,016	$ (365)	$ (230)	$ 1,497

Dividends. The following table shows the cash dividends declared per share on our Class A and Class B common stock during the six months ended October 31, 2018:

Declaration Date	Record Date	Payable Date	Amount per Share
May 24, 2018	June 6, 2018	July 3, 2018	$0.158
July 26, 2018	September 6, 2018	October 1, 2018	$0.158

As announced on November 15, 2018, our Board of Directors increased the quarterly cash dividend on our Class A and Class B common stock from $0.158 per share to $0.166 per share. Stockholders of record on December 6, 2018 will receive the quarterly cash dividend on January 2, 2019.

Accumulated other comprehensive income. The following table shows the change in each component of AOCI, net of tax, during the six months ended October 31, 2018:

(Dollars in millions)	Currency Translation Adjustments	Cash Flow Hedge Adjustments	Postretirement Benefits Adjustments	Total AOCI
Balance at April 30, 2018	$ (180)	$ (17)	$ (181)	$ (378)
Net other comprehensive income (loss)	(39)	45	7	13
Balance at October 31, 2018	$ (219)	$ 28	$ (174)	$ (365)

13. **Other Comprehensive Income**

The following table shows the components of net other comprehensive income (loss):

	Three Months Ended October 31, 2017			Three Months Ended October 31, 2018		
(Dollars in millions)	Pre-Tax	Tax	Net	Pre-Tax	Tax	Net
Currency translation adjustments:						
Net gain (loss) on currency translation	$ (25)	$ —	$ (25)	$ (23)	$ (4)	$ (27)
Reclassification to earnings	—	—	—	—	—	—
Other comprehensive income (loss), net	(25)	—	(25)	(23)	(4)	(27)
Cash flow hedge adjustments:						
Net gain (loss) on hedging instruments	7	(3)	4	30	(8)	22
Reclassification to earnings[1]	5	(2)	3	—	—	—
Other comprehensive income (loss), net	12	(5)	7	30	(8)	22
Postretirement benefits adjustments:						
Net actuarial gain (loss) and prior service cost	(1)	—	(1)	—	—	—
Reclassification to earnings[2]	6	(2)	4	5	(1)	4
Other comprehensive income (loss), net	5	(2)	3	5	(1)	4
Total other comprehensive income (loss), net	$ (8)	$ (7)	$ (15)	$ 12	$ (13)	$ (1)

	Six Months Ended October 31, 2017			Six Months Ended October 31, 2018		
(Dollars in millions)	Pre-Tax	Tax	Net	Pre-Tax	Tax	Net
Currency translation adjustments:						
Net gain (loss) on currency translation	$ 3	$ 6	$ 9	$ (28)	$ (11)	$ (39)
Reclassification to earnings	—	—	—	—	—	—
Other comprehensive income (loss), net	3	6	9	(28)	(11)	(39)
Cash flow hedge adjustments:						
Net gain (loss) on hedging instruments	(29)	11	(18)	57	(14)	43
Reclassification to earnings[1]	3	(1)	2	2	—	2
Other comprehensive income (loss), net	(26)	10	(16)	59	(14)	45
Postretirement benefits adjustments:						
Net actuarial gain (loss) and prior service cost	—	—	—	—	—	—
Reclassification to earnings[2]	10	(4)	6	9	(2)	7
Other comprehensive income (loss), net	10	(4)	6	9	(2)	7
Total other comprehensive income (loss), net	$ (13)	$ 12	$ (1)	$ 40	$ (27)	$ 13

[1]Pre-tax amount is classified as sales in the accompanying condensed consolidated statements of operations.
[2]Pre-tax amount is classified as non-operating postretirement expense in the accompanying condensed consolidated statements of operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis in conjunction with both our unaudited condensed consolidated financial statements and related notes included in Part I, Item 1 of this Quarterly Report and our 2018 Form 10-K. Note that the results of operations for the six months ended October 31, 2018 do not necessarily indicate what our operating results for the full fiscal year will be. In this Item, "we," "us," "our," "Brown-Forman," and the "Company" refer to Brown-Forman Corporation and its consolidated subsidiaries, collectively.

Presentation Basis

Non-GAAP Financial Measures

We use certain financial measures in this report that are not measures of financial performance under U.S. generally accepted accounting principles (GAAP). These non-GAAP measures, defined below, should be viewed as supplements to (not substitutes for) our results of operations and other measures reported under GAAP. Other companies may not define or calculate these non-GAAP measures in the same way.

"Underlying change" in income statement measures. We present changes in certain income statement measures, or line items, that are adjusted to an "underlying" basis. We use "underlying change" for the following income statement measures: (a) underlying net sales, (b) underlying cost of sales, (c) underlying gross profit, (d) underlying advertising expenses, (e) underlying selling, general, and administrative (SG&A) expenses, (f) underlying other expense (income) net, (g) underlying operating expenses[1], and (h) underlying operating income. To calculate these measures, we adjust, as applicable, for (a) a new accounting standard, (b) foreign exchange, and (c) estimated net change in distributor inventories. We explain these adjustments below.

- *"New accounting standard."* Under ASC 606 (Revenue from Contracts with Customers), we recognize the cost of certain customer incentives earlier than we did before adopting ASC 606. Although we do not expect this change in timing to have a significant impact on a full-year basis, we do anticipate some change in the pattern of recognition among fiscal quarters. Additionally, some payments to customers that we classified as expenses before adopting the new standard are classified as reductions of net sales under our new policy. See Note 2 to the accompanying financial statements for additional information. This adjustment allows us to look at underlying change on a comparable basis.

- *"Foreign exchange."* We calculate the percentage change in our income statement line items in accordance with GAAP and adjust to exclude the cost or benefit of currency fluctuations. Adjusting for foreign exchange allows us to understand our business on a constant-dollar basis, as fluctuations in exchange rates can distort the underlying trend both positively and negatively. (In this report, "dollar" always means the U.S. dollar unless stated otherwise.) To eliminate the effect of foreign exchange fluctuations when comparing across periods, we translate current-year results at prior-year rates and remove foreign exchange gains and losses from current- and prior-year periods.

- *"Estimated net change in distributor inventories."* This adjustment refers to the estimated net effect of change in distributor inventories on changes in our income statement line items. For each period compared, we use volume information from our distributors to estimate the effect of distributor inventory changes on our income statement line items. We believe that this adjustment reduces the effect of varying levels of distributor inventories on changes in our income statement measures and allows us to understand better our underlying results and trends.

We use the non-GAAP measures "underlying change" for the following reasons: (a) to understand our performance from period to period on a consistent basis; (b) to compare our performance to that of our competitors; (c) to determine management incentive compensation calculations; (d) to plan and forecast; and (e) to communicate our financial performance to the board of directors, stockholders, and investment analysts. We provide reconciliations of the "underlying change" in income statement measures to their nearest GAAP measures in the tables below under "Results of Operations - Year-Over-Year Period Comparisons." We have consistently applied the adjustments within our reconciliations in arriving at each non-GAAP measure.

[1]Operating expenses include advertising expense, SG&A expense, and other expense (income), net.

Definitions

Aggregations.

From time to time, to explain our results of operations or to highlight trends and uncertainties affecting our business, we aggregate markets according to stage of economic development as defined by the International Monetary Fund (IMF), and we aggregate brands by spirits category. Below, we define aggregations used in this report.

Geographic Aggregations.

In "Results of Operations - Fiscal 2019 Year-to-Date Highlights," we provide supplemental information for our largest markets ranked by percentage of total fiscal 2018 net sales. In addition to markets that are listed by country name, we include the following aggregations:

- "*Developed International"* markets are "advanced economies" as defined by the IMF, excluding the United States. Our largest developed international markets are the United Kingdom, Australia, and Germany. This aggregation represents our sales of branded products to these markets.
- "*Emerging"* markets are "emerging and developing economies" as defined by the IMF. Our largest emerging markets are Mexico and Poland. This aggregation represents our sales of branded products to these markets.
- "*Travel Retail"* represents our sales of branded products to global duty-free customers, travel retail customers, and the U.S. military regardless of customer location.
- "*Non-branded and bulk"* includes our sales of used barrels, bulk whiskey and wine, and contract bottling regardless of customer location.

Brand Aggregations.

In "Results of Operations - Fiscal 2019 Year-to-Date Highlights," we provide supplemental information for our largest brands ranked by percentage of total fiscal 2018 net sales. In addition to brands that are listed by name, we include the following aggregations:

- "*Whiskey"* includes all whiskey spirits and whiskey-based flavored liqueurs, ready-to-drink (RTD), and ready-to-pour products (RTP). The brands included in this category are the Jack Daniel's family of brands, Woodford Reserve, Canadian Mist, GlenDronach, BenRiach, Glenglassaugh, Old Forester, Early Times, Slane Irish Whiskey, and Coopers' Craft.
  - "*American whiskey"* includes the Jack Daniel's family of brands, premium bourbons, and Early Times.
    - "*Jack Daniel's family of brands"* includes Jack Daniel's Tennessee Whiskey (JDTW), Jack Daniel's RTD and RTP products (JD RTD/RTP), Jack Daniel's Tennessee Honey (JDTH), Gentleman Jack, Jack Daniel's Tennessee Fire (JDTF), Jack Daniel's Single Barrel Collection (JDSB), Jack Daniel's Tennessee Rye Whiskey (JDTR), Jack Daniel's Sinatra Select, Jack Daniel's No. 27 Gold Tennessee Whiskey, and Jack Daniel's Bottled-in-Bond.
    - "*Jack Daniel's RTD and RTP"* products include all RTD line extensions of Jack Daniel's, such as Jack Daniel's & Cola, Jack Daniel's & Diet Cola, Jack & Ginger, Jack Daniel's Country Cocktails, Gentleman Jack & Cola, Jack Daniel's Double Jack, Jack Daniel's American Serve, Jack Daniel's Tennessee Honey RTD, Jack Daniel's Cider (JD Cider), Jack Daniel's Lynchburg Lemonade (JD Lynchburg Lemonade), and the seasonal Jack Daniel's Winter Jack RTP.
    - "*Premium bourbons"* includes Woodford Reserve, Old Forester, and Coopers' Craft.
- "*Tequila"* includes el Jimador, Herradura, New Mix, Pepe Lopez, and Antiguo.
- "*Vodka"* includes Finlandia.
- "*Wine"* includes Korbel Champagne and Sonoma-Cutrer wines.
- "*Non-branded and bulk"* includes our sales of used barrels, bulk whiskey and wine, and contract bottling regardless of customer location.

Other Metrics.

- *"Depletions."* We generally record revenues when we ship our products to our customers. Depending on our route-to-consumer (RTC), we ship products to either (a) retail or wholesale customers in owned distribution markets or (b) our distributor customers in other markets. "Depletions" is a term commonly used in the beverage alcohol industry to describe volume. Depending on the context, "depletions" means either (a) our shipments directly to retail or wholesale customers for owned distribution markets or (b) shipments from our distributor customers to retailers and wholesalers in other markets. We believe that depletions measure volume in a way that more closely reflects consumer demand than our shipments to distributor customers do. In this document, unless otherwise specified, we refer to "depletions" when discussing volume.

- *"Consumer takeaway."* When discussing trends in the market, we refer to "consumer takeaway," a term commonly used in the beverage alcohol industry. "Consumer takeaway" refers to the purchase of product by consumers from retail outlets as measured by volume or retail sales value. This information is provided by third parties, such as Nielsen and the National Alcohol Beverage Control Association (NABCA). Our estimates of market share or changes in market share are derived from consumer takeaway data using the retail sales value metric.

Reclassifications

As discussed in Note 1 to the accompanying financial statements, we retrospectively adjusted our prior year income statements in connection with the adoption of ASU 2017-07 and reclassified some previously reported expense amounts related to certain marketing research and promotional agency costs. The impact of these reclassifications, which had no effect on net income, was not material.

The following tables reconcile the previously reported income statement amounts to the currently reported amounts for the three and six months ended October 31, 2017.

	Three Months Ended October 31, 2017			
(Dollars in millions)	Previously Reported	Adoption of ASU 2017-07	Reclassifications	Currently Reported
Net sales	$ 914	$ —	$ —	$ 914
Cost of sales	304	—	—	304
Gross profit	610	—	—	610
Advertising expenses	111	—	(2)	109
Selling, general, and administrative expenses	163	(3)	2	162
Other expense (income), net	(10)	—	—	(10)
Operating income	346	3	—	349
Non-operating postretirement expense	—	3	—	3
Interest income	(1)	—	—	(1)
Interest expense	16	—	—	16
Income before income taxes	331	—	—	331
Income taxes	92	—	—	92
Net income	$ 239	$ —	$ —	$ 239

	Six Months Ended October 31, 2017			
(Dollars in millions)	Previously Reported	Adoption of ASU 2017-07	Reclassifications	Currently Reported
Net sales	$ 1,637	$ —	$ —	$ 1,637
Cost of sales	534	—	—	534
Gross profit	1,103	—	—	1,103
Advertising expenses	200	—	(4)	196
Selling, general, and administrative expenses	324	(5)	4	323
Other expense (income), net	(11)	—	—	(11)
Operating income	590	5	—	595
Non-operating postretirement expense	—	5	—	5
Interest income	(2)	—	—	(2)
Interest expense	32	—	—	32
Income before income taxes	560	—	—	560
Income taxes	143	—	—	143
Net income	$ 417	$ —	$ —	$ 417

Important Information on Forward-Looking Statements:

This report contains statements, estimates, and projections that are “forward-looking statements” as defined under U.S. federal securities laws. Words such as “aim,” “anticipate,” “aspire,” “believe,” “can,” “continue,” “could,” “envision,” “estimate,” “expect,” “expectation,” “intend,” “may,” “might,” “plan,” “potential,” “project,” “pursue,” “see,” “seek,” “should,” “will,” “would,” and similar words indicate forward-looking statements, which speak only as of the date we make them. Except as required by law, we do not intend to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. By their nature, forward-looking statements involve risks, uncertainties, and other factors (many beyond our control) that could cause our actual results to differ materially from our historical experience or from our current expectations or projections. These risks and uncertainties include, but are not limited to, those described in Part I, Item 1A. Risk Factors of our 2018 Form 10-K and those described from time to time in our future reports filed with the Securities and Exchange Commission, including:

- Unfavorable global or regional economic conditions and related low consumer confidence, high unemployment, weak credit or capital markets, budget deficits, burdensome government debt, austerity measures, higher interest rates, higher taxes, political instability, higher inflation, deflation, lower returns on pension assets, or lower discount rates for pension obligations
- Risks associated with being a U.S.-based company with global operations, including commercial, political, and financial risks; local labor policies and conditions; protectionist trade policies, or economic or trade sanctions, including potential retaliatory tariffs on American spirits and the effectiveness of our actions to mitigate the potential negative impact on our sales and distributors; compliance with local trade practices and other regulations, including anti-corruption laws; terrorism; and health pandemics
- Fluctuations in foreign currency exchange rates, particularly a stronger U.S. dollar
- Changes in laws, regulations, or policies – especially those that affect the production, importation, marketing, labeling, pricing, distribution, sale, or consumption of our beverage alcohol products
- Tax rate changes (including excise, sales, VAT, tariffs, duties, corporate, individual income, dividends, or capital gains) or changes in related reserves, changes in tax rules or accounting standards, and the unpredictability and suddenness with which they can occur
- The impact of the recently enacted U.S. tax reform legislation, including as a result of future regulations and guidance interpreting the statute
- Dependence upon the continued growth of the Jack Daniel’s family of brands
- Changes in consumer preferences, consumption, or purchase patterns – particularly away from larger producers in favor of small distilleries or local producers, or away from brown spirits, our premium products, or spirits generally, and our ability to anticipate or react to them; legalization of marijuana use on a more widespread basis; shifts in consumer purchase practices from traditional to e-commerce retailers; bar, restaurant, travel, or other on-premise declines; shifts in demographic or health and wellness trends; or unfavorable consumer reaction to new products, line extensions, package changes, product reformulations, or other product innovation
- Decline in the social acceptability of beverage alcohol in significant markets
- Production facility, aging warehouse, or supply chain disruption
- Imprecision in supply/demand forecasting
- Higher costs, lower quality, or unavailability of energy, water, raw materials, product ingredients, labor, or finished goods
- Route-to-consumer changes that affect the timing of our sales, temporarily disrupt the marketing or sale of our products, or result in higher fixed costs
- Inventory fluctuations in our products by distributors, wholesalers, or retailers
- Competitors’ and retailers’ consolidation or other competitive activities, such as pricing actions (including price reductions, promotions, discounting, couponing, or free goods), marketing, category expansion, product introductions, or entry or expansion in our geographic markets or distribution networks
- Risks associated with acquisitions, dispositions, business partnerships or investments – such as acquisition integration, termination difficulties or costs, or impairment in recorded value
- Inadequate protection of our intellectual property rights
- Product recalls or other product liability claims, product counterfeiting, tampering, contamination, or quality issues
- Significant legal disputes and proceedings, or government investigations
- Failure or breach of key information technology systems
- Negative publicity related to our company, brands, marketing, personnel, operations, business performance, or prospects
- Failure to attract or retain key executive or employee talent
- Our status as a family “controlled company” under New York Stock Exchange rules, and our dual class share structure

Overview

Tariffs

An important development on our fiscal 2019 results has been the impact of tariffs. In the overview and outlook below, we discuss (a) certain facts about tariffs as they relate to our business, (b) the effect of this development on our results for the three and six months ended October 31, 2018, and (c) the expected effect of tariffs in the remainder of fiscal 2019.

In response to the new U.S. tariffs on certain foreign goods, the European Union, Mexico, Canada, Turkey, and China imposed retaliatory tariffs on a number of U.S. goods, including American whiskey. The effective dates of the retaliatory tariffs and the import duty rates before and after the retaliation are summarized below.

Summary of Retaliatory Tariffs

		Rate	
Geographic Area	**Effective Date**	**Before**	**After**
European Union	June 22, 2018	—%	25%
Mexico	June 5, 2018	—%	25%
Canada	July 1, 2018	—%	10%
Turkey	June 21, 2018	—%	140%
China	July 6, 2018	5%	30%

Our fiscal 2019 results were affected by tariffs through the two costs discussed below, which will continue to impact our results as long as tariffs are in place.

- Lower pricing to certain customers. Certain customers paid the incremental costs of tariffs in the six months ended October 31, 2018. We compensated these customers for these incremental costs through additional discounts and lower prices. These discounts and lower prices reduced our net sales.
- Incremental costs of tariffs included in our cost of sales. In certain markets where we own the inventory, we paid the incremental cost of tariffs in the six months ended October 31, 2018, which increased our cost of sales.

The combined effect of these tariff-related costs, whether arising as a reduction of net sales or as an increase in cost of sales, is hereafter referred to as "incremental costs associated with tariffs."

Our results for the three months ended October 31, 2018 were also affected by the timing related impact of tariffs as discussed below.

- Timing of sales related to customer inventory movements. In the first quarter of fiscal 2019, our net sales in major European Union countries were higher than normal as many retail and wholesale customers increased purchases to build inventory ahead of anticipated price increases related to tariffs (hereafter referred to as "first quarter tariff-related buy-ins"). In the second quarter of fiscal 2019, our net sales in major European Union countries were lower than normal as most of these retail and wholesale customers reduced purchases to return their inventory to normal levels (hereafter referred to as "second quarter tariff-related inventory reductions").

We discuss the estimated effect of the tariffs on our results and outlook where relevant below.

Fiscal 2019 Year-to-Date Highlights

- We delivered net sales of $1.7 billion, an increase of 2% compared to the same period last year. Excluding (a) the negative effect of foreign exchange driven by the weakening of the Turkish lira, the British pound, the Australian dollar, and the Mexican peso, and (b) the adoption of the revenue recognition accounting standard, we grew underlying net sales 5%. We estimate that lower pricing to certain customers related to tariffs reduced our underlying net sales growth by approximately one percentage point.
    - From a brand perspective, our underlying net sales growth was driven by the Jack Daniel's family of brands, our premium bourbon brands, and our tequila brands.
    - From a geographic perspective, emerging markets led underlying net sales growth. Developed international markets and the United States both contributed meaningfully. Travel Retail accelerated the rate of underlying net sales growth compared to the same period last year partially due to timing of customer orders in the current year.
- We delivered operating income of $596 million, which was flat compared to the same period last year. Excluding (a) the negative effect of foreign exchange and (b) the adoption of the revenue recognition accounting standard, we grew

underlying operating income 4%. We estimate that incremental costs associated with tariffs reduced our underlying operating income growth by approximately two percentage points.

- We delivered diluted earnings per share of $0.93, an increase of 8% compared to the same period last year due to the the benefit of a lower effective tax rate from the Tax Cuts and Jobs Act (Tax Act), partially offset by higher interest expense, which resulted from a new bond issuance in March 2018.

Summary of Operating Performance

	Three Months Ended October 31,				Six months ended October 31,			
(Dollars in millions)	2017	2018	Reported Change	Underlying Change[1]	2017	2018	Reported Change	Underlying Change[1]
Net sales	$ 914	$ 910	—%	3%	$ 1,637	$ 1,676	2%	5%
Cost of sales	304	320	5%	7%	534	563	6%	7%
Gross profit	610	590	(3%)	1%	1,103	1,113	1%	5%
Advertising	109	102	(7%)	—%	196	200	2%	7%
SG&A	162	161	(1%)	1%	323	329	2%	3%
Operating income	349	332	(5%)	—%	595	596	—%	4%
Total operating expenses[2]	*$ 261*	*$ 258*	*(1 %)*	*2 %*	*$ 508*	*$ 517*	*2 %*	*5 %*
As a percentage of net sales[3]								
Gross profit	*66.8 %*	*64.8 %*	*(2.0)pp*		*67.4 %*	*66.4 %*	*(1.0)pp*	
Operating income	*38.2 %*	*36.5 %*	*(1.7)pp*		*36.3 %*	*35.6 %*	*(0.7)pp*	
Interest expense, net	$ 15	$ 20	32%		$ 30	$ 40	34%	
Effective tax rate	*27.9 %*	*19.5 %*	*(8.4)pp*		*25.5 %*	*18.6 %*	*(6.9)pp*	
Diluted earnings per share	$ 0.49	$ 0.52	4%		$ 0.86	$ 0.93	8%	

Note: Totals may differ due to rounding

[1]See “Non-GAAP Financial Measures” above for details on our use of “underlying changes,” including how these measures are calculated and the reasons why we believe this information is useful to readers.
[2]See “Non-GAAP Financial Measures” above for definitions of operating expenses presented here.
[3]Year-over-year changes in percentages are reported in percentage points (pp).

Fiscal 2019 Outlook

Below we discuss our outlook for the remainder of fiscal 2019, reflecting the trends, developments, and uncertainties that we expect to affect our business. This outlook is unchanged from our first quarter 10-Q, which revised certain aspects of the 2019 outlook included in Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations of our 2018 Form 10-K. When we provide guidance for underlying change for the following income statement measures we do not provide guidance for the corresponding GAAP change because the GAAP measure will include items that are difficult to quantify or predict with reasonable certainty, including the estimated net change in distributor inventories and foreign exchange, each of which could have a significant impact to our GAAP income statement measures.

- Tariffs. In response to the U.S. tariffs on certain foreign goods, the European Union, Mexico, Canada, Turkey, and China imposed retaliatory tariffs on a number of U.S. goods, including American whiskey. Our American whiskeys are made in the United States and exported around the world. Our results in the six months ended October 31, 2018 were hurt by lower pricing to certain customers related to tariffs and incremental costs of tariffs included in our cost of sales. Our full year outlook, which is discussed below, has been adjusted to reflect the anticipated negative effect of tariffs, net of mitigation plans, over the remainder of our fiscal year. The effect of tariffs will largely result in higher cost of sales.

- Net sales. We expect underlying net sales growth in the remainder of fiscal 2019 to be slightly higher than the growth in the six months ended October 31, 2018. We continue to expect the fiscal 2019 underlying net sales growth rate to be similar to our fiscal 2018 growth rate.

- Cost of sales. We expect underlying total cost of sales to grow at a significantly higher rate than net sales over the remainder of fiscal 2019, reflecting incremental costs associated with tariffs as well as input cost increases in the mid-single digits. Combined, these costs are expected to reduce gross margin over the remainder of the fiscal year compared to the six months ended October 31, 2018.

- Operating expenses. We expect the rate of change in total underlying operating expenses to decline over the remainder of the fiscal year compared to the growth rate experienced in the six months ended October 31, 2018.
- Operating income. We expect underlying operating income over the remainder of fiscal 2019 to grow in line with growth rates experienced in the six months ended October 31, 2018.
- Foreign exchange. For the six months ended October 31, 2018, net sales and operating income were negatively affected by foreign exchange. Considering the spot rates as of October 31, 2018, we expect that negative trend to continue for the remainder of the fiscal year.
- New accounting standard. Our reported net sales and operating income were negatively affected by timing differences related to the implementation of the revenue recognition accounting standard during the six months ended October 31, 2018. We expect that negative trend to moderate over the remainder of the fiscal year.
- Effective tax rate. We expect our full year effective tax rate to be between 19.5% and 20.5% based on the tax rate of 21.4% on ordinary income for the full fiscal year adjusted for known discrete items.

Results of Operations – Fiscal 2019 Year-to-Date Highlights

Market Highlights

The following table provides supplemental information for our largest markets for the six months ended October 31, 2018, compared to the same period last year. We discuss results for the markets most affecting our performance below the table. Unless otherwise indicated, all related commentary is for the six months ended October 31, 2018, compared to the same period last year.

Top 10 Markets[1] - Fiscal 2019 Net Sales Growth by Geographic Area

	Percentage change versus prior year period				
Six months ended October 31, 2018	Net Sales				
Geographic area[2]	Reported	New Accounting Standard	Foreign Exchange	Est. Net Chg in Distributor Inventories	Underlying[3]
United States	**1%**	**1%**	**—%**	**—%**	**3%**
Developed International	**2%**	**1%**	**3%**	**(1%)**	**5%**
United Kingdom	(5%)	—%	9%	—%	4%
Australia	1%	—%	6%	—%	7%
Germany	14%	—%	2%	—%	16%
France	2%	—%	1%	1%	4%
Canada	(10%)	2%	3%	2%	(4%)
Rest of Developed International	2%	3%	(1%)	(3%)	—%
Emerging	**5%**	**2%**	**7%**	**(3%)**	**10%**
Mexico	2%	3%	6%	—%	12%
Poland	4%	—%	(2%)	—%	2%
Russia	18%	—%	(5%)	(16%)	(2%)
Brazil	7%	2%	18%	10%	36%
Rest of Emerging	4%	2%	11%	(6%)	10%
Travel Retail	**3%**	**—%**	**(1%)**	**11%**	**14%**
Non-branded and bulk	**11%**	**—%**	**(1%)**	**—%**	**10%**
Total	**2%**	**1%**	**2%**	**—%**	**5%**

Note: Totals may differ due to rounding

[1] "Top 10 markets" are ranked based on percentage of total fiscal 2018 net sales. See 2018 Form 10-K "Results of Operations - Fiscal 2018 Market Highlights" and "Note 14. Supplemental Information."

[2] See "Definitions" above for definitions of market aggregations presented here.

[3] See "Non-GAAP Financial Measures" above for details on our use of "underlying change" in net sales, including how this measure is calculated and the reasons why we believe this information is useful to readers.

- **United States.** Reported net sales increased 1%, while underlying net sales increased 3% after adjusting for the adoption of the revenue recognition accounting standard. Underlying net sales gains were driven by the growth of Woodford Reserve, el Jimador, JD RTDs, Gentleman Jack, Herradura, and Old Forester. These gains were partially offset by declines of JDTW, which was largely related to (a) timing of promotional activity compared to the same period last year, (b) an inventory adjustment from a change in route-to-market in one state, and (c) comparisons against strong growth in the six months ended October 31, 2017. Declines of Canadian Mist also partially offset these gains.
- **Developed International.** Reported net sales increased 2%, while underlying net sales grew 5% after adjusting for (a) the adoption of the revenue recognition accounting standard, (b) the negative effect of foreign exchange reflecting the strengthening of the dollar against the British pound, Australian dollar, and euro, and (c) an estimated net increase in distributor inventories. Underlying net sales growth was led by Germany, Australia, Spain, and the United Kingdom.
    - In the United Kingdom, underlying net sales growth was driven by higher volumes of JDTW and JDTH, partially offset by declines of JD Cider.

  - In Australia, underlying net sales growth was driven by higher pricing and volume growth of JD RTDs, partially offset by volume declines of JDTW due to slowing consumer takeaway trends following an August 2018 price increase associated with higher excise taxes.
  - In Germany, underlying net sales growth was driven by volumetric growth of JDTW and JD RTDs.
  - In France, underlying net sales growth was led by higher volumes of JDTH and the launch of JDTR, partially offset by unfavorable price/mix and volume declines of JDTW.
  - In Canada, the underlying net sales decline was driven by lower volumes of the Jack Daniel's family of brands due to a change in distributor.
  - Underlying net sales in the Rest of Developed International were flat as growth in Spain and Czechia were offset in the rest of developed Europe. In Spain, JDTW grew volumes along with favorable price/mix, where our new owned-distribution organization has led to an acceleration in performance over the past 12 months. In Czechia, growth was led by increased volumes of JDTW and JDTH.
- **Emerging.** Reported net sales increased 5%, while underlying net sales grew 10% after adjusting for (a) the adoption of the revenue recognition accounting standard, (b) the negative effect of foreign exchange reflecting the strengthening of the dollar against the Turkish lira and Mexican peso, and (c) an estimated net increase in distributor inventories. Underlying net sales growth was led by Mexico, Brazil, Commonwealth of Independent States (CIS), and China.
  - In Mexico, underlying net sales growth was led by volume growth and favorable price/mix of Herradura along with volume growth and higher prices of New Mix. The growth in Herradura benefited from consumer-led volumetric growth of Herradura Ultra, our "cristalino" tequila expression.
  - In Poland, underlying net sales growth was driven by increased volumes of JDTW, mostly offset by unfavorable product and channel mix of Finlandia.
  - In Russia, the underlying net sales decline was driven by Finlandia and Early Times, which was mostly due to the change to a new distributor in late fiscal 2018 and related buying patterns. Volume growth of JDTW partially offset the decline for these brands.
  - In Brazil, underlying net sales growth was fueled by higher volumes and pricing of JDTW, which was partially due to timing of buying patterns compared to the same period last year.
  - The increase in underlying net sales in the Rest of Emerging was led by CIS, China, sub-Saharan Africa, and Turkey. All of these geographic areas benefited from higher volumes of JDTW.
- **Travel Retail.** Reported net sales increased 3%, while underlying net sales increased 14% after adjusting for the positive effect of foreign exchange and an estimated net decrease in distributor inventories. Underlying net sales growth was led by (a) higher volumes of JDTW and Woodford Reserve due to the timing of customer orders in the current year, strong consumer demand, and increased travel and (b) the launch of Jack Daniel's Bottled-in-Bond and JDTR.
- **Non-branded and bulk.** Reported net sales increased 11%, while underlying net sales increased 10% after adjusting for the positive effect of foreign exchange. Underlying net sales growth was driven by increased bulk whiskey and wine sales along with higher pricing of used barrels.

Brand Highlights

The following table provides supplemental information for our largest brands for the six months ended October 31, 2018, compared to the same period last year. We discuss results of the brands most affecting our performance below the table. Unless otherwise indicated, all related commentary is for the six months ended October 31, 2018, compared to the same period last year.

Major Brands Worldwide Results

Six months ended October 31, 2018	Percentage change versus prior year period					
	Volumes	Net Sales				
Product category / brand family / brand[1]	9L Depletions[1]	Reported	New Accounting Standard	Foreign Exchange	Est. Net Chg in Distributor Inventories	Underlying[2]
Whiskey	5%	3%	1%	2%	—%	6%
Jack Daniel's family of brands	5%	2%	1%	2%	—%	5%
JDTW	3%	—%	1%	2%	(1%)	3%
Jack Daniel's RTD/RTP	7%	6%	—%	5%	—%	12%
JD Tennessee Honey	8%	11%	1%	2%	(6%)	8%
Gentleman Jack	10%	5%	1%	2%	2%	10%
JD Tennessee Fire	8%	7%	1%	1%	(3%)	7%
Other Jack Daniel's whiskey brands	35%	—%	1%	1%	18%	20%
Woodford Reserve	24%	24%	1%	1%	(1%)	25%
Tequila	6%	7%	3%	4%	(1%)	12%
el Jimador	6%	8%	3%	2%	(3%)	11%
Herradura	12%	11%	3%	3%	(2%)	15%
Vodka (Finlandia)	(2%)	(9%)	1%	4%	(3%)	(8%)
Wine	(1%)	(3%)	2%	—%	1%	—%
Rest of Portfolio	(8%)	(17%)	—%	7%	1%	(8%)
Non-branded and bulk	NM	11%	—%	(1%)	—%	10%

Note: Totals may differ due to rounding

[1]See "Definitions" above for definitions of brand aggregations and volume measures presented here.

[2]See "Non-GAAP Financial Measures" above for details on our use of "underlying change" in net sales, including how this measure is calculated and the reasons why we believe this information is useful to readers.

- **Whiskey** brands grew reported net sales 3%, while underlying net sales grew 6% after adjusting for (a) the adoption of the revenue recognition accounting standard and (b) the negative effect of foreign exchange reflecting the strengthening of the dollar against the Turkish lira, British pound, Australian dollar, and euro. Growth was led by the Jack Daniel's family of brands and Woodford Reserve.
  - **Jack Daniel's family of brands** underlying net sales growth was led by JDTW in markets outside of the United States along with broad-based geographic growth of JD RTDs and JDTH.
    - **JDTW** grew underlying net sales in the majority of its markets including Brazil, Germany, Spain, Travel Retail, Poland, the United Kingdom, and Turkey, partially offset by volume declines in the United States, which was largely related to (a) timing of promotional activity compared to the same period last year, (b) an inventory adjustment from a change in route-to-market in one state, and (c) comparisons against strong growth in the six months ended October 31, 2017.
    - The increase in underlying net sales growth for **Jack Daniel's RTD/RTP** was driven by higher prices in Australia along with continued consumer momentum in Germany and the United States.
    - **JDTH** grew underlying net sales led by volume gains in France, Brazil, the United Kingdom, and Travel Retail.
    - **Gentleman Jack** grew underlying net sales with volume growth in the United States along with broad-based international growth led by the United Kingdom and Poland.
    - Growth of underlying net sales of **JDTF** was driven by higher volumes in the United States.

        - Underlying net sales growth for **Other Jack Daniel's whiskey brands** was led by JDTR, which launched in select European markets and Travel Retail in fiscal 2019, the growth of Jack Daniel's Single Barrel in the United States and Germany, and the launch of Jack Daniel's Bottled-in-Bond in Travel Retail.
    - **Woodford Reserve** led the growth of our premium bourbons. Underlying net sales growth was driven by the United States, where strong consumer takeaway trends led to volumetric gains. Higher volumes in Travel Retail also contributed to the brand's growth.
- **Tequila** brands grew reported net sales 7%, while underlying net sales grew 12% after adjusting for (a) the adoption of the revenue recognition accounting standard, (b) the negative effect of foreign exchange reflecting the strengthening of the dollar against the Mexican peso, and (c) an estimated net increase in distributor inventories.
    - **el Jimador** grew underlying net sales driven by higher volumes and prices in the United States and Mexico, as takeaway trends remain strong in Mexico.
    - **Herradura** grew underlying net sales driven by volumetric growth and favorable mix in Mexico and higher volumes and prices in the United States. Consumer-led volumetric growth of Herradura Ultra drove the growth in Mexico.
- Reported net sales for **Finlandia** declined 9%, while underlying net sales decreased 8% after adjusting for (a) the adoption of the revenue recognition accounting standard, (b) the negative effect of foreign exchange reflecting the strengthening of the dollar against the Russian ruble and Turkish lira, and (c) an estimated net increase in distributor inventories. Unfavorable product and channel mix in Poland and lower volumes in Russia and the United States drove the decrease in underlying net sales.
- **Wine** brands reported net sales declined 3%, while underlying net sales were flat after adjusting for the adoption of the revenue recognition accounting standard and an estimated net decrease in distributor inventories. Volume declines of Korbel Champagne were offset by growth of Sonoma-Cutrer in the United States.
- **Rest of portfolio** reported net sales declined 17%, while underlying net sales decreased 8% after adjusting for the negative effect of foreign exchange and an estimated net decrease in distributor inventories. The decline was due to discontinued agency brands in Turkey.
- **Non-branded and bulk.** Reported net sales increased 11%, while underlying net sales increased 10% after adjusting for the positive effect of foreign exchange. Underlying net sales growth was driven by increased bulk whiskey and wine sales along with higher pricing of used barrels.

Year-over-Year Period Comparisons

Net Sales

Percentage change versus the prior year period ended October 31	3 Months	6 Months
Change in reported net sales	—%	2%
New accounting standard	1%	1%
Foreign exchange	2%	2%
Estimated net change in distributor inventories	—%	—%
Change in underlying net sales	3%	5%
Change in underlying net sales attributed to:		
Volume	*2 %*	*3 %*
Net price/mix	*1 %*	*2 %*

Note: Totals may differ due to rounding

For the three months ended October 31, 2018, net sales were $910 million, a decrease of $4 million, or flat, compared to the same period last year. After adjusting reported results for (a) the adoption of the revenue recognition accounting standard and (b) the negative effect of foreign exchange reflecting the strengthening of the dollar against the Turkish lira, British pound, and Australian dollar, underlying net sales grew 3%. The change in underlying net sales was driven by 2% volume growth and 1% of net price/mix. Volume growth was led by our tequila brands, Woodford Reserve, and JD RTDs. Net price/mix was driven by (a) favorable portfolio mix of fast growing higher-priced brands, most notably the Jack Daniel's family of brands and Woodford Reserve, and (b) higher average pricing on tequilas and JD RTDs, partially offset by lower average pricing to certain customers on JDTW related to tariffs in certain European markets. We estimate that the second quarter tariff-related inventory reductions and lower pricing to certain customers related to tariffs reduced our underlying net sales growth by approximately two percentage points for the three months ended October 31, 2018.

The primary factors *contributing* to the growth in underlying net sales for the three months ended October 31, 2018 were:

- growth of several American whiskey brands in the United States led by Woodford Reserve, JDTW, Gentleman Jack, and Old Forester;
- higher volume of JD RTDs led by Australia, Germany, and the United States;
- growth of our tequila brands, led by (a) volumetric growth and favorable price/mix of Herradura and el Jimador in Mexico and the United States and (b) higher volumes and prices of New Mix in Mexico;
- volumetric growth of JDTW in several international markets, most notably, Brazil, Russia, Spain, and sub-Saharan Africa;
- broad-based international growth of JDTH led by France, Brazil, Russia, and Travel Retail;
- increased bulk whiskey and wine contract sales;
- expansion of JDTR to France and Travel Retail;
- higher volume and favorable price/mix of Sonoma-Cutrer in the United States; and
- the launch of Jack Daniel's Bottled-in-Bond in Travel Retail.

These gains in underlying net sales were partially *offset* by:

- volume declines of JDTW in the United Kingdom, Germany, and France, as many European markets were down due to second quarter tariff-related inventory reductions, and volume declines in Australia following an August 2018 price increase associated with higher excise taxes;
- declines of JDTR in the United States as the brand cycled its September 2017 launch;
- declines of Finlandia in Poland and Russia, the former of which is partially due to unfavorable product and channel mix;
- declines in our contract bottling operations;
- declines of Canadian Mist in the United States; and
- declines of JD Cider in the United Kingdom.

For the six months ended October 31, 2018, net sales were $1.7 billion, an increase of $39 million, or 2%, compared to the same period last year. Underlying net sales grew 5% after adjusting reported results for (a) the adoption of the revenue recognition accounting standard and (b) the negative effect of foreign exchange reflecting the strengthening of the dollar against the Turkish lira, British pound, Australian dollar, and Mexican peso. The change in underlying net sales was driven by 3% volume growth and 2% of net price/mix. Volume growth was led by the Jack Daniel's family of brands, tequilas, and premium bourbons, partially offset by declines in Canadian Mist. Net price/mix was driven by (a) favorable portfolio mix of fast growing higher-priced brands, most notably, the Jack Daniel's family of brands and Woodford Reserve, and (b) higher average pricing on tequilas and JD RTDs. We estimate that lower pricing to certain customers related to tariffs reduced our underlying net sales growth by approximately one percentage point for the six months ended October 31, 2018. See "Results of Operations - Fiscal 2019 Year-to-Date Highlights" above for further details on the factors contributing to the growth in underlying net sales for the six months ended October 31, 2018.

Cost of Sales

Percentage change versus the prior year period ended October 31	**3 Months**	**6 Months**
Change in reported cost of sales	5%	6%
New accounting standard	—%	—%
Foreign exchange	2%	2%
Estimated net change in distributor inventories	—%	—%
Change in underlying cost of sales	7%	7%
Change in underlying cost of sales attributed to:		
Volume	*2 %*	*3 %*
Cost/mix	*5 %*	*4 %*

Note: Totals may differ due to rounding

Cost of sales for the three months ended October 31, 2018 increased $16 million, or 5%, to $320 million when compared to the same period last year. Underlying cost of sales increased 7% after adjusting reported costs for the positive effect of foreign exchange.

Cost of sales for the six months ended October 31, 2018 increased $29 million, or 6%, to $563 million when compared to the same period last year. Underlying cost of sales increased 7% after adjusting reported costs for the positive effect of foreign exchange. The increase in underlying cost of sales for the three and six months ended October 31, 2018 was driven by higher volumes, higher input costs including wood and agave, a shift in product mix to higher-cost brands, and incremental costs associated with tariffs. Looking ahead to the remainder of fiscal 2019, we expect (a) input costs to increase in the mid-single digits largely due to higher cost of wood and agave, and (b) incremental costs associated with tariffs to increase significantly relative to the six months ended October 31, 2018.

Gross Profit

Percentage change versus the prior year period ended October 31	**3 Months**	**6 Months**
Change in reported gross profit	(3%)	1%
New accounting standard	1%	2%
Foreign exchange	2%	2%
Estimated net change in distributor inventories	—%	—%
Change in underlying gross profit	1%	5%

Note: Totals may differ due to rounding

Gross Margin

For the period ended October 31	**3 months**	**6 Months**
Prior year gross margin	66.8%	67.4%
Price/mix	(0.1%)	0.1%
Cost	(1.4%)	(0.7%)
New accounting standard	(0.3%)	(0.4%)
Foreign exchange	(0.2%)	—%
Change in gross margin	(2.0%)	(1.0%)
Current year gross margin	64.8%	66.4%

Note: Totals may differ due to rounding

Gross profit of $590 million decreased $20 million, or 3%, for the three months ended October 31, 2018 compared to the same period last year. Underlying gross profit grew 1% after adjusting reported results for the adoption of the revenue recognition accounting standard and the negative effect of foreign exchange. The increase in underlying gross profit resulted from the same factors that contributed to the increase in underlying net sales and the increase in underlying cost of sales.

For the three months ended October 31, 2018, gross margin decreased approximately 2.0 percentage points to 64.8% from 66.8% in the same period last year driven by (a) an increase in input costs, (b) incremental costs associated with tariffs, (c) the adoption of the revenue recognition accounting standard, and (d) the negative effect of foreign exchange.

Gross profit of $1.1 billion increased $10 million, or 1%, for the six months ended October 31, 2018 compared to the same period last year. Underlying gross profit grew 5% after adjusting reported results for the adoption of the revenue recognition accounting standard and the negative effect of foreign exchange. The increase in underlying gross profit resulted from the same factors that contributed to the increase in underlying net sales and the increase in underlying cost of sales.

For the six months ended October 31, 2018, gross margin decreased approximately 1.0 percentage point to 66.4% from 67.4% in the same period last year driven by (a) an increase in input costs, (b) the adoption of the revenue recognition accounting standard, and (c) incremental costs associated with tariffs.

Operating Expenses

Percentage change versus the prior year period ended October 31

3 Months	Reported	New Accounting Standard	Foreign Exchange	Underlying
Advertising	(7%)	4%	3%	—%
SG&A	(1%)	1%	2%	1%
Total operating expenses[1]	**(1%)**	**2%**	**1%**	**2%**
6 Months				
Advertising	2%	4%	1%	7%
SG&A	2%	—%	1%	3%
Total operating expenses[1]	**2%**	**2%**	**2%**	**5%**

Note: Totals may differ due to rounding

[1]Operating expenses include advertising expense, SG&A expense, and other expense (income), net.

Operating expenses totaled $258 million, down $3 million, or 1%, for the three months ended October 31, 2018 compared to the same period last year. Underlying operating expenses grew 2% after adjusting for reclassifications related to the adoption of the revenue recognition accounting standard and the positive effect of foreign exchange.

- Reported advertising expenses declined 7% for the three months ended October 31, 2018, while underlying advertising expenses were flat after adjusting for reclassifications related to the adoption of the revenue recognition accounting standard and the positive effect of foreign exchange. Underlying advertising expenses were driven by continued investment in our American whiskey portfolio, including JDTW and Woodford Reserve, as well as investment in Korbel Champagne. These increases were offset by timing of spending on our tequila brands and JD RTDs.

- Reported SG&A expenses declined 1% for the three months ended October 31, 2018, while underlying SG&A grew 1% after adjusting for reclassifications related to the adoption of the revenue recognition accounting standard and the positive effect of foreign exchange. The increase in underlying SG&A was driven by higher personnel costs, partially offset by lower incentive compensation-related expenses.

Operating expenses totaled $517 million, up $9 million, or 2%, for the six months ended October 31, 2018 compared to the same period last year. Underlying operating expenses grew 5% after adjusting for reclassifications related to the adoption of the revenue recognition accounting standard and the positive effect of foreign exchange.

- Reported advertising expenses grew 2% for the six months ended October 31, 2018, while underlying advertising expenses grew 7% after adjusting for reclassifications related to the adoption of the revenue recognition accounting standard and the positive effect of foreign exchange. Underlying advertising expense increased as we invested in our American whiskey brands, including the first year of our Woodford Reserve Kentucky Derby sponsorship, investment in the Jack Daniel’s family of brands, and the new Old Forester homeplace and distillery.

- Reported SG&A expenses increased 2% for the six months ended October 31, 2018, while underlying SG&A expenses grew 3% after adjusting for the positive effect of foreign exchange. The increase in underlying SG&A expenses was driven by higher personnel costs, partially offset by lower incentive compensation-related expenses.

Operating Income

Percentage change versus the prior year period ended October 31	**3 Months**	**6 Months**
Change in reported operating income	(5%)	—%
New accounting standard	1%	1%
Foreign exchange	3%	3%
Estimated net change in distributor inventories	1%	—%
Change in underlying operating income	—%	4%

Note: Totals may differ due to rounding

Operating income of $332 million decreased $17 million, or 5%, for the three months ended October 31, 2018 compared to the same period last year. Underlying operating income was flat after adjusting for (a) the adoption of the revenue recognition accounting standard, (b) the negative effect of foreign exchange, and (c) an estimated net decrease in distributor inventories. The same factors that contributed to the growth in underlying gross profit also contributed to the growth in underlying operating income, while an increase in total underlying operating expenses partially offset these gains. We estimate that (a) second quarter tariff-related inventory reductions and (b) incremental costs associated with tariffs lowered our underlying operating income growth by approximately six percentage points for the three months ended October 31, 2018.

For the three months ended October 31, 2018, operating margin decreased 1.7 percentage points to 36.5%, from 38.2% in the same period last year. The decrease in our operating margin was driven by the decrease in underlying gross margin, partially due to the incremental costs associated with tariffs, and the negative effect of foreign exchange.

Operating income of $596 million increased $1 million, or flat, for the six months ended October 31, 2018 compared to the same period last year. Underlying operating income grew 4% after adjusting for the adoption of the revenue recognition accounting standard and the negative effect of foreign exchange. The same factors that contributed to the growth in underlying gross profit also contributed to the growth in underlying operating income, while an increase in total underlying operating expenses partially offset these gains. We estimate that the incremental costs associated with tariffs lowered our underlying operating income growth by approximately two percentage points.

Operating margin decreased 0.7 percentage points to 35.6% for the six months ended October 31, 2018 from 36.3% in the same period last year. The decrease in our operating margin was due mainly to the decrease in underlying gross margin, largely reflecting the incremental costs associated with tariffs, partially offset by slower growth of SG&A expenses.

The **effective tax rate** in the three months ended October 31, 2018 was 19.5% compared to 27.9% for the same period last year. The decrease in our effective tax rate was primarily driven by the net impact of the Tax Act (including the current quarter increase to the provisional repatriation U.S. tax charge recorded in fiscal 2018).

The effective tax rate in the six months ended October 31, 2018 was 18.6% compared to 25.5% for the same period last year. The decrease in our effective tax rate was primarily driven by the net impact of the Tax Act (including the current year reduction to the provisional repatriation U.S. tax charge recorded in fiscal 2018), partially offset by the absence of the amortization of the deferred tax benefit that was reclassified to retained earnings as a result of the adoption of ASU 2016-16. See Note 1 to the accompanying financial statements for additional information.

Diluted earnings per share of $0.52 in the three months ended October 31, 2018 increased 4% from the $0.49 reported for the same period last year. Diluted earnings per share of $0.93 in the six months ended October 31, 2018 increased 8% from the $0.86 reported for the same period last year. The increase in diluted earnings per share for the three and six months ended October 31, 2018 resulted from the benefit of a lower effective tax rate from the Tax Act, partially offset by higher interest expense, which resulted from a new bond issuance in March 2018.

Liquidity and Financial Condition

Cash flows. Cash and cash equivalents decreased $46 million during the six months ended October 31, 2018, compared to an increase of $30 million during the same period last year. Cash provided by operations was $272 million during the six months ended October 31, 2018, compared to $218 million for the same period last year. The $54 million increase primarily reflects a $47 million reduction in U.S. federal income tax payments, due largely to the effect of the Tax Act. The increase also reflects a $30 million reduction in discretionary contributions to our qualified pension plans (which became fully funded as a result of a contribution made during the fourth quarter of last fiscal year), partially offset by a higher seasonal increase in working capital.

Cash used for investing activities was $57 million during the six months ended October 31, 2018, compared to $69 million for the same period last year. The $12 million decline was largely attributable to the timing of capital projects.

Cash used for financing activities was $243 million during the six months ended October 31, 2018, compared to $127 million for the same period last year. The $116 million increase largely reflects a $127 million increase in share repurchases and a $12 million increase in dividend payments, partially offset by a $21 million increase in net proceeds from short-term borrowings.

The impact on cash and cash equivalents as a result of exchange rate changes was a decrease of $18 million for the six months ended October 31, 2018, compared to an increase of $8 million for the same period last year.

Liquidity. We continue to manage liquidity conservatively to meet current obligations, fund capital expenditures, sustain and grow our regular dividends, and return cash to our shareholders from time to time through share repurchases and special dividends while reserving adequate debt capacity for acquisition opportunities.

In addition to our cash and cash equivalent balances, we have access to several liquidity sources to supplement our cash flow from operations. One of those sources is our $800 million commercial paper program that we regularly use to fund our short-term credit needs. During the three months ended October 31, 2018, our commercial paper borrowings averaged $479 million, with an average maturity of 31 days and an average interest rate of 2.20%. During the six months ended October 31, 2018, our commercial paper borrowings averaged $471 million, with an average maturity of 31 days and an average interest rate of 2.14%. Commercial paper outstanding was $215 million at April 30, 2018, and $257 million at October 31, 2018.

Our commercial paper program is supported by available commitments under our currently undrawn $800 million bank credit facility that expires on November 10, 2022. Although unlikely, under extreme market conditions, one or more participating banks may not be able to fully fund its commitments under our credit facility. We believe the debt capital markets for bonds and private placements are accessible sources of long-term financing that could meet any additional liquidity needs. We believe our current liquidity position is sufficient to meet all of our future financial commitments.

We have high credit standards when initiating transactions with counterparties, and we closely monitor our counterparty risks with respect to our cash balances and derivative contracts. If a counterparty's credit quality were to deteriorate below our credit standards, we would expect either to liquidate exposures or require the counterparty to post appropriate collateral.

As of October 31, 2018, approximately $160 million of our cash and cash equivalents were held by our foreign subsidiaries whose earnings we had expected to reinvest indefinitely outside of the United States. As discussed in Note 3 to the accompanying financial statements, we intend to repatriate approximately $120 million of that cash to the United States from one of those foreign subsidiaries during the fiscal quarter ending January 31, 2019. No incremental taxes will be due on this distribution of cash beyond the repatriation tax recorded in fiscal 2018. We continue to evaluate our future cash deployment and may decide to repatriate additional cash held by those foreign subsidiaries. However, future repatriations may require us to provide for and pay additional taxes.

As announced on November 15, 2018, our Board of Directors increased the quarterly cash dividend on our Class A and Class B common stock from $0.158 per share to $0.166 per share. Stockholders of record on December 6, 2018 will receive the quarterly cash dividend on January 2, 2019.

Share repurchases. As announced on July 13, 2018, our Board of Directors authorized the repurchase of up to $200 million of our outstanding shares of Class A and Class B common stock from July 13, 2018, through July 12, 2019, subject to market and other conditions. As of October 31, 2018, we had repurchased a total of 2,580,635 shares under this program for approximately $122 million. We completed this program with $78 million of additional repurchases during November 2018.

The results of this share repurchase program are summarized in the following table.

Period	Shares Purchased		Average Price Per Share, Including Brokerage Commissions		Total Cost of Shares
	Class A	Class B	Class A	Class B	(Millions)
May 1, 2018 – July 31, 2018	—	—	$ —	$ —	$ —
August 1, 2018 – October 31, 2018	28,460	2,552,175	$ 47.40	$ 47.17	$ 122
November 1, 2018 - November 30, 2018	14,953	1,634,428	$ 47.65	$ 47.50	$ 78
	43,413	4,186,603	$ 47.49	$ 47.30	$ 200

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks arising from adverse changes in (a) foreign exchange rates, (b) commodity prices affecting the cost of our raw materials and energy, and (c) interest rates. We try to manage risk through a variety of strategies, including production initiatives and hedging strategies. Our foreign currency hedging contracts are subject to foreign exchange rate changes, our commodity forward purchase contracts are subject to commodity price changes, and some of our debt obligations are subject to interest rate changes. Established procedures and internal processes govern the management of these market risks. Since April 30, 2018, there have been no material changes to the disclosure on this matter made in our 2018 Form 10-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Our management, with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO) (our principal executive and principal financial officers), has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act)) as of the end of the period covered by this report. Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures: (a) are effective to ensure that information required to be disclosed by the company in the reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms; and (b) include controls and procedures designed to ensure that information required to be disclosed by the company in such reports is accumulated and communicated to the company’s management, including the CEO and the CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting. There has been no change in our internal control over financial reporting during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We operate in a litigious environment and we are sued in the normal course of business. We do not anticipate that any pending legal proceedings will have, individually or in the aggregate, a material adverse effect on our financial position, results of operations, or liquidity.

Item 1A. Risk Factors

In addition to the other information set forth in this Quarterly Report, you should carefully consider the risks and uncertainties discussed in Part I, Item 1A. Risk Factors in our 2018 Form 10-K, which could materially adversely affect our business, financial condition, or future results. There have been no material changes to the risk factors disclosed in our 2018 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information about shares of our common stock that we acquired during the quarter ended October 31, 2018:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased under the Plans or Programs
August 1, 2018 – August 31, 2018	—	$ —	—	$ 200,000,000
September 1, 2018 – September 30, 2018	18,107	$ 48.52	18,107	$ 199,100,000
October 1, 2018 – October 31, 2018	2,563,948	$ 47.16	2,562,528	$ 78,300,000
Total	2,582,055	$ 47.17	2,580,635	

As announced on July 13, 2018, our Board of Directors has authorized the repurchase of up to $200 million of our outstanding shares of Class A and Class B common stock from July 13, 2018, through July 12, 2019, subject to market and other conditions. Of the 2,582,055 total shares presented in the above table, 2,580,635 were acquired as part of this repurchase program. The remaining 1,420 shares presented in the above table were acquired from an employee to satisfy income tax withholding triggered by the vesting of restricted shares.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The following documents are filed with this Report:

31.1	CEO Certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
31.2	CFO Certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
32	CEO and CFO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (not considered to be filed).
101	The following materials from Brown-Forman Corporation's Quarterly Report on Form 10-Q for the quarter ended October 31, 2018, formatted in XBRL (eXtensible Business Reporting Language): (a) Condensed Consolidated Statements of Operations, (b) Condensed Consolidated Statements of Comprehensive Income, (c) Condensed Consolidated Balance Sheets, (d) Condensed Consolidated Statements of Cash Flows, and (e) Notes to the Condensed Consolidated Financial Statements.

SIGNATURES

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.

BROWN-FORMAN CORPORATION
(Registrant)

Date:	December 6, 2018	By:	/s/ Jane C. Morreau Jane C. Morreau Executive Vice President and Chief Financial Officer (On behalf of the Registrant and as Principal Financial Officer)

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Section 2: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

I, Paul C. Varga, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Brown-Forman Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated:	December 6, 2018	By: /s/ Paul C. Varga Paul C. Varga Chief Executive Officer and Chairman of the Company

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Section 3: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

I, Jane C. Morreau, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Brown-Forman Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated:	December 6, 2018	By: /s/ Jane C. Morreau Jane C. Morreau Executive Vice President and Chief Financial Officer

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Section 4: EX-32 (EXHIBIT 32)

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Brown-Forman Corporation ("the Company") on Form 10-Q for the period ended October 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in the capacity as an officer of the Company, that:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 6, 2018

By: /s/ Paul C. Varga
Paul C. Varga
Chief Executive Officer and Chairman of the Company

By: /s/ Jane C. Morreau
Jane C. Morreau
Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certificate is being furnished solely for purposes of Section 906 and is not being filed as part of the Report.

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