
Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):
July 25, 2019

Brown-Forman Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-00123

(Commission File Number)

61-0143150

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

850 Dixie Highway, Louisville, Kentucky

(Address of Principal Executive Offices)

40210

(Zip Code)

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

Not Applicable

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|--------------------------|--|
| Class A Common Stock (voting) \$0.15 par value | BFA | New York Stock Exchange |
| Class B Common Stock (nonvoting) \$0.15 par value | BFB | New York Stock Exchange |
| 1.200% Notes due 2026 | BF26 | New York Stock Exchange |
| 2.600% Notes due 2028 | BF28 | New York Stock Exchange |

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

Emerging growth company

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

Item 5.07. Submission of Matters to a Vote of Security Holders.

On July 25, 2019, Brown-Forman Corporation (the "Company") held its 2019 Annual Meeting of Stockholders (the "Annual Meeting"). The matter submitted to a vote of the Class A common stockholders at the Annual Meeting and the voting results of such matter are as follows:

Election of Directors

The Company's Class A common stockholders elected each of the director nominees proposed by the Company's Board of Directors to serve until the next Annual Meeting of Stockholders or until such director's successor is duly elected and qualified. The following is a breakdown of the voting results:

| <u>Name of Nominee</u> | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------------------|-------------|----------------|----------------|-----------------------------|
| Patrick Bousquet-Chavanne | 157,157,956 | 890,352 | 35,243 | — |
| Campbell P. Brown | 155,999,677 | 2,060,869 | 23,005 | — |
| Geo. Garvin Brown IV | 155,593,910 | 2,466,529 | 23,112 | — |
| Stuart R. Brown | 156,406,755 | 1,662,687 | 14,109 | — |
| Bruce L. Byrnes | 157,160,377 | 888,460 | 34,714 | — |
| John D. Cook | 157,014,470 | 1,038,629 | 30,452 | — |
| Marshall B. Farrer | 155,971,071 | 2,088,844 | 23,636 | — |
| Laura L. Frazier | 156,362,516 | 1,670,189 | 50,846 | — |
| Kathleen M. Gutmann | 157,291,808 | 758,170 | 33,573 | — |
| Augusta Brown Holland | 156,388,977 | 1,669,997 | 24,577 | — |
| Michael J. Roney | 157,792,235 | 252,533 | 38,783 | — |
| Tracy L. Skeans | 157,282,144 | 764,031 | 37,376 | — |
| Michael A. Todman | 156,896,843 | 1,155,887 | 30,821 | — |
| Lawson E. Whiting | 156,173,389 | 1,894,459 | 15,703 | — |

Item 7.01. Regulation FD Disclosure.

On July 25, 2019, the Company issued a press release commenting on its fiscal 2019 performance and announcing that at its Annual Meeting the Company's Class A common stockholders elected directors for the coming year. A copy of this press release is attached hereto as Exhibit 99.1.

The information furnished pursuant to this Item 7.01 (and the related information in Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), as amended, and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit No.

[99.1](#)

Description

Brown-Forman Corporation Press Release dated July 25, 2019.

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 hereunto duly authorized.

BROWN-FORMAN CORPORATION

(Registrant)

Date: July 25, 2019

/s/ Jaileah X. Huddleston

Jaileah X. Huddleston

Vice President, Assistant General Counsel & Assistant
Corporate Secretary

[\(Back To Top\)](#)

Section 2: EX-99.1 (EXHIBIT 99.1)



NEWS RELEASE

ROB FREDERICK
VICE PRESIDENT, DIRECTOR
GLOBAL CORPORATE BRAND
AND COMMUNICATIONS
502-774-7707

BROWN-FORMAN STOCKHOLDERS ELECT DIRECTORS AND BOARD APPROVES CASH DIVIDEND

LOUISVILLE, KY, JULY 25, 2019 – Brown-Forman Corporation’s (NYSE:BFA, BFB) shareholders met today at the regularly scheduled annual meeting of stockholders and elected the slate of directors recommended by the Board of Directors as submitted in the company’s 2019 Proxy Statement.

Geo. Garvin Brown IV, chairman of the Board of Directors, thanked the company’s shareholders for their commitment to Brown-Forman and its strategy as well as for their long-term purposeful ownership and support.

CEO Lawson Whiting discussed the company’s solid performance and its next generation of growth opportunities. He also emphasized the integration of alcohol responsibility, diversity and inclusion, community investment and environmental sustainability

in the company's global growth strategies.

In a subsequent meeting, the Board of Directors approved a regular quarterly cash dividend of 16.6 cents per share on its Class A and Class B Common Stock. Stockholders of record on September 6, 2019, will receive the cash dividend on October 1, 2019. Brown-Forman will have paid regular quarterly cash dividends for 74 consecutive years and has increased the regular cash dividend for 35 consecutive years.

For nearly 150 years, Brown-Forman Corporation has enriched the experience of life by responsibly building fine quality beverage alcohol brands, including Jack Daniel's Tennessee Whiskey, Jack Daniel's & Cola, Jack Daniel's Tennessee Honey, Jack Daniel's Tennessee Fire, Gentleman Jack, Jack Daniel's Single Barrel, Finlandia, Korbel, el Jimador, Woodford Reserve, Old Forester, Coopers' Craft, Canadian Mist, Herradura, New Mix, Sonoma-Cutrer, Early Times, Chambord, BenRiach, GlenDronach, Slane and Fords Gin. Brown-Forman's brands are supported by approximately 4,700 employees and sold in more than 170 countries worldwide. For more information about the company, please visit <http://www.brown-forman.com/>.

[\(Back To Top\)](#)