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## 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):

**June 17, 2020**

## **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:

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

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 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plan.**

On June 17, 2020, Brown-Forman Corporation (the “Company”) received a notice (the “Notice”) required by Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974 from the administrator of the Brown-Forman Corporation Savings Plan and Brown-Forman Corporation Savings Plan for Collectively-Bargained Employees (together, the “Plans”) notifying the Company of an anticipated Blackout Period (as defined below) for the Plans. The Blackout Period is required in order to change the administrator under the Plans. During the Blackout Period, participants will be unable to access their Plan accounts to transfer or diversify their investments, to change their investment elections, to enroll in the Plans, if not currently enrolled, to change contributions, or to obtain loans, withdrawals, or distributions. The Plans include Brown-Forman Corporation Class B common stock as an investment option.

Notice of the Blackout Period was sent to participants in the Plan on June 17, 2020. The Blackout Period will begin at 4:00 P.M. Eastern time on July 27, 2020, and is expected to end during the week of August 16, 2020 (the “Blackout Period”).

On June 17, 2020, pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR (Blackout Trading Restriction), the Company sent a separate notice (the “Insider Notice”) to its directors and executive officers informing them of the Blackout Period and restrictions on engaging in certain transactions involving Company securities. A copy of the Insider Notice is attached hereto as Exhibit 99.1 and incorporated herein by reference.

During the Blackout Period and for a period of two years thereafter, information regarding the Blackout Period, including confirmation of the actual beginning and ending dates, may be obtained without charge, by contacting:

Brown-Forman Corporation  
Attention: General Counsel  
850 Dixie Highway  
Louisville, Kentucky 40210  
Telephone Number: (502) 585-1100

#### **Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	Notice of Blackout Period sent to Directors and Executive Officers of Brown-Forman Corporation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

## 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: June 17, 2020

/s/ Jaileah X. Huddleston

Jaileah X. Huddleston

Vice President, Assistant General Counsel and Assistant  
Corporate Secretary

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## **Section 2: EX-99.1 (EXHIBIT 99.1)**

### **IMPORTANT NOTICE OF BLACKOUT PERIOD IN BROWN-FORMAN CORPORATION COMMON STOCK**

To: Directors and Executive Officers of Brown-Forman Corporation ("Brown-Forman")

From: Matthew E. Hamel, Executive Vice President, General Counsel and Secretary

Date: June 17, 2020

This notice is to inform you of significant restrictions on your ability to transact in Brown-Forman securities during an upcoming "blackout period". The additional restrictions during this period are imposed on Brown-Forman directors and executive officers by Section 306(a) of the Sarbanes-Oxley Act of 2002 and Securities and Exchange Commission ("SEC") Regulation BTR (Blackout Trading Restriction). It is in addition to Brown-Forman's regularly scheduled blackout periods related to our earnings releases.

The blackout period is due to a change in the recordkeeper of the Brown-Forman Corporation Savings Plan and Brown-Forman Corporation Savings Plan for Collectively-Bargained Employees (together, the "Savings Plans"). To facilitate the migration of the Savings Plans to the new recordkeeper, Empower Retirement, there will be a blackout period during which Savings Plan participants will be unable to transfer or diversify investments or obtain a loan, withdrawal, or distribution from the Savings Plans. **The blackout will begin**

at 4 p.m. Eastern time on July 27, 2020, and is expected to end during the week of August 16, 2020 (the “Blackout Period”).

In accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and SEC Regulation BTR, during the Blackout Period, Brown-Forman directors and executive officers are, with limited exceptions, prohibited from purchasing, selling, or otherwise acquiring or transferring, directly or indirectly, any equity security of Brown-Forman acquired in connection with his or her services or employment as a director or executive officer. These restrictions apply to your holdings both inside and outside of the Savings Plans.

These prohibitions apply in addition to the trading restrictions under Brown-Forman’s Insider Trading Policy. **If you engage in a transaction that violates these laws and regulations, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties.** Because of the complexity of the regulations and the severity of the penalties and other remedies, please contact me before engaging in any transaction involving Brown-Forman equity securities during the Blackout Period.

Please note the following:

- The term “equity securities” is defined broadly to include Brown-Forman common stock, stock-settled stock appreciation rights (SSARs), and other derivatives.
- Transactions covered by this trading restriction are not limited to those involving your direct ownership, but include any transaction in which you have a pecuniary interest (for example, transactions by your immediate family members living in your household).
- Among other things, you are prohibited from exercising SSARs granted to you in connection with your services as a director or executive officer, selling Brown-Forman common stock acquired pursuant to such SSARs, selling Brown-Forman common stock originally received as a restricted stock unit grant or upon the vesting of restricted or performance-based restricted stock units, or selling shares of common stock to cover withholding taxes upon the vesting of restricted stock units or restricted or performance-based restricted stock units.
- Although you are permitted to engage in transactions involving equity securities that were not acquired in connection with your services as a director or executive officer, there is a presumption that any such transactions are prohibited unless you can identify the source of the shares and show that you used the same identification for all related purposes, such as tax reporting and disclosure requirements.

If you have any questions, during the Blackout Period and for a period of two years thereafter, about the Blackout Period, its beginning or ending dates or the information in this notice, please feel free to contact me at Brown-Forman Corporation, 850 Dixie Highway, Louisville, Kentucky 40210, at [Secretary@b-f.com](mailto:Secretary@b-f.com), or at (502) 585-1100.

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