

FORTUNE BRANDS INC
Form DEFA14A
March 29, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. __)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Fortune Brands, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Supplement to the Proxy Statement Dated March 7, 2011

for the Annual Meeting of Stockholders to be Held on April 26, 2011

March 29, 2011

On March 7, 2011, Fortune Brands, Inc. (the Company) filed a definitive Proxy Statement on Schedule 14A (the Proxy Statement) in connection with its 2011 Annual Meeting of Stockholders to be held on April 26, 2011 (the Annual Meeting). At the Annual Meeting, the Company is requesting that the stockholders of the Company approve the Fortune Brands, Inc. 2011 Long Term Incentive Plan (the Plan), as set forth in Item 6 of the Proxy Statement. A copy of the Plan is attached as Appendix C to the Proxy Statement.

After mailing the Proxy Statement, the Board of Directors approved an amendment (the Amendment) to the proposed Plan to decrease the number of shares that may be granted as awards under the Plan from 7.5 million to 5 million shares. Other than the change described above, all other terms of the Plan remain the same as those described in the Proxy Statement. The text of the Amendment is included as Annex A to this Supplement.

The Plan, as amended, will be presented for stockholder approval at the Company's Annual Meeting and its effectiveness remains conditioned on the receipt of such approval. If a stockholder returns his or her proxy card or votes via the Internet or by telephone at any time (either prior to or after the date of this Supplement) indicating in favor of Item 6, such vote will constitute a vote in favor of such Item, as amended by this Supplement. If any stockholder has already returned his or her properly executed proxy card or voted via the Internet or by telephone and would like to change his or her vote on any matter, such stockholder may revoke his or her proxy before it is voted at the Annual Meeting by submission of a proxy bearing a later date, via the Internet, by telephone, by mail or by attending the Annual Meeting in person and casting a ballot. If any stockholder would like a new proxy or has any questions, he or she should contact Alvin Santiago, Shareholder Services, 520 Lake Cook Road, Deerfield, Illinois 60015, (847) 484-4538.

The information provided above may be deemed additional soliciting materials within the meaning of the Securities Exchange Act of 1934, as amended.

Mark A. Roche

Senior Vice President, General Counsel & Secretary

FIRST AMENDMENT TO THE
FORTUNE BRANDS, INC. 2011
LONG-TERM INCENTIVE PLAN

WHEREAS, the Board of Directors of Fortune Brands, Inc. (Fortune) has adopted the Fortune Brands, Inc. 2011 Long-Term Incentive Plan (the Plan), subject to stockholder approval at Fortune s annual meeting scheduled for April 26, 2011; and

WHEREAS, Fortune considers it desirable to amend the Plan to reduce the number of shares of Fortune common stock to be available for awards granted under the Plan;

NOW, THEREFORE, by virtue and in exercise of the power reserved to the Board of Directors of Fortune by Section 13 of the Plan, the Plan hereby is amended by deleting the reference to 7,500,000 shares, where it appears in Section 10(a) of the Plan, and inserting a reference to 5,000,000 shares in its place.

IN WITNESS WHEREOF, the foregoing amendment was duly adopted by the Board of Directors this 28th day of March, 2011.

FORTUNE BRANDS, INC.

Date: March 28, 2011

By: /s/ Mark A. Roche

Its: Senior Vice President, General Counsel and Secretary