

BROWN FORMAN CORP
Form 8-K
July 25, 2014

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 24, 2014

Brown-Forman Corporation

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

002-26821
(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))

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

Brown-Forman Corporation (the Company) held its 2014 Annual Meeting of Stockholders (the Annual Meeting) on July 24, 2014. The matters submitted to a vote of the Class A common stockholders at the Annual Meeting and the voting results therefor are as follows:

Proposal 1: 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:

| Name of Nominee | For | Against | Abstain | Broker Non-Votes |
|---------------------------|------------|-----------|---------|------------------|
| Joan C. Lordi Amble | 78,642,850 | 146,006 | 21,871 | 0 |
| Patrick Bousquet-Chavanne | 78,709,803 | 74,131 | 26,793 | 0 |
| Geo. Garvin Brown IV | 77,518,500 | 1,273,538 | 18,688 | 0 |
| Martin S. Brown, Jr. | 77,725,112 | 1,066,423 | 19,192 | 0 |
| Bruce L. Byrnes | 78,709,915 | 79,793 | 21,019 | 0 |
| John D. Cook | 78,649,170 | 140,395 | 21,162 | 0 |
| Sandra A. Frazier | 77,599,150 | 1,192,049 | 19,527 | 0 |
| Michael J. Roney | 78,706,134 | 49,886 | 54,707 | 0 |
| Dace Brown Stubbs | 77,579,151 | 1,209,741 | 21,834 | 0 |
| Michael A. Todman | 78,726,720 | 63,215 | 20,791 | 0 |
| Paul C. Varga | 77,734,411 | 1,042,748 | 33,567 | 0 |
| James S. Welch, Jr. | 77,649,161 | 1,114,111 | 47,455 | 0 |

Proposal 2: Advisory Vote on Executive Compensation

At the Annual Meeting, the Class A common stockholders also approved a non-binding advisory vote on executive compensation. The following is a breakdown of the voting results:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 76,667,795 | 172,532 | 1,970,400 | 0 |

Item 7.01. Regulation FD Disclosure.

On July 24, 2014, the Company issued a press release commenting on its fiscal 2014 performance and announcing that at its Annual Meeting, Brown-Forman Class A common stockholders elected directors for the coming year and approved a non-binding advisory vote on executive compensation. In addition, the Company announced that its Board of Directors approved a regular quarterly cash dividend of \$0.29 cents per share on its Class A and Class B common stock, payable on October 1, 2014, to stockholders of record on September 8, 2014. A copy of this press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Brown-Forman Corporation Press Release dated July 24, 2014 |

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)

July 25, 2014
(Date)

/s/ Matthew E. Hamel
Matthew E. Hamel
Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
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