

**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):  
**November 14, 2018**

**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))

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.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 15, 2018, the Board of Directors (the "Board") of Brown-Forman Corporation (the "Company") appointed Lawson E. Whiting as a director of the Company, effective immediately. The Board also appointed Mr. Whiting to the Executive Committee of the Board. Mr. Whiting will continue in his role at the Company as Executive Vice President and Chief Operating Officer.

As previously announced on May 29, 2018, Mr. Whiting will succeed Paul C. Varga as the Company's Chief Executive Officer, effective January 1, 2019. Following Mr. Varga's retirement as the Company's Chief Executive Officer, Mr. Varga will continue to serve as a member of the Board until the 2019 Annual Meeting of Stockholders.

In connection with Mr. Whiting's succession as Chief Executive Officer, on November 14, 2018, the Compensation Committee of the Board approved certain increases in Mr. Whiting's compensation effective January 1, 2019. The Compensation Committee increased Mr. Whiting's annual salary, including holiday bonus, to \$1,041,700, and increased his target short-term and long-term incentive compensation opportunities to \$1,250,000 and \$3,500,000, respectively. Mr. Whiting's long-term incentive compensation opportunity will be allocated among long-term cash and long-term equity options. Details regarding the Company's executive compensation program are included in the Compensation Discussion and Analysis section of the Company's definitive proxy statement for the 2018 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on June 26, 2018.

There are no arrangements or understandings between Mr. Whiting with any other persons pursuant to which he was selected as a director. Additionally, there are no transactions involving the Company and Mr. Whiting that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

A copy of the Company's press release relating to the foregoing is attached herewith as Exhibit 99.1 and is incorporated herein by reference.

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

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	Brown-Forman Corporation Press Release dated November 15, 2018.

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## **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: November 15, 2018

/s/ Jaileah X. Huddleston

Jaileah X. Huddleston

Managing Attorney and Assistant Corporate Secretary



## NEWS RELEASE

ROB FREDERICK

JAY KOVAL

VICE PRESIDENT

VICE PRESIDENT

DIRECTOR CORPORATE

DIRECTOR INVESTOR

BRAND AND COMMUNICATIONS

RELATIONS

502-774-7707

502-774-6903

### **BROWN-FORMAN INCREASES CASH DIVIDEND 5.1%; LAWSON WHITING ELECTED TO BOARD OF DIRECTORS**

**Louisville, KY, November 15, 2018** - Brown-Forman Corporation (NYSE: BFA) (NYSE: BFB) announced today that its Board of Directors increased its quarterly cash dividend on its Class A and Class B Common Stock by 5.1% to \$0.166 per share from the prior quarter's \$0.158 per share. As a result, the indicated annual cash dividend will rise from \$0.632 per share to \$0.664 per share. Stockholders of record on December 6, 2018, will receive the cash dividend on January 2, 2019.

Paul Varga, Chief Executive Officer of Brown-Forman said, "Our 5.1% dividend increase marks the 35th consecutive year of dividend increases at Brown-Forman, and the 73<sup>rd</sup> year of paying quarterly dividends at the company. Returning cash to our shareholders has been an important contributor to our ability to generate great returns for our shareholders."

Brown-Forman is a member of the prestigious Standard & Poor's 500 Dividend Aristocrats Index, which is composed of companies that have increased their cash dividend every year for at least 25 years.

The company also announced that Lawson Whiting, the company's incoming CEO (as of January 1, 2019) has been elected to the company's Board of Directors, effective immediately. As part of the CEO transition process, Paul Varga will remain on the board until the next annual meeting of shareholders on July 25, 2019, and that will mark the conclusion of the board's multi-year succession plan and his almost 16 years of service on the board.

"Lawson brings a wealth of business experience to the Brown-Forman board, including more than two decades in various roles at the company," said Brown-Forman Board Chairman Geo. Garvin Brown IV. "We're excited to welcome him to the board and are grateful to Paul for the important role he has played in this thoughtful succession process."

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 RTDs, 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, Canadian Mist, Herradura, New Mix, Sonoma-Cutrer, Early Times, Chambord, BenRiach, GlenDronach and Slane. Brown-Forman's

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brands are supported by over 4,800 employees and sold in more than 170 countries worldwide. For more information about the company, please visit <http://www.brown-forman.com/>.

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### **Important Information on Forward-Looking Statements:**

This press release 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:

- 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
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- Product recalls or other product liability claims, or 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

For further information on these and other risks, please refer to the “Risk Factors” section of our annual report on Form 10-K and quarterly reports on Form 10-Q filed with the Securities and Exchange Commission.