

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):
May 26, 2016

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))
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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.

Appointment of Campbell P. Brown, Marshall B. Farrer, and Laura L. Frazier

On May 26, 2016, the Board of Directors (the “Board”) of Brown-Forman Corporation (“Brown-Forman” or the “Company”) appointed Campbell P. Brown, Marshall B. Farrer, and Laura L. Frazier as directors of the Company. All three are fifth generation descendants of George Garvin Brown, who founded Brown-Forman in 1870.

There are no arrangements or understandings between any of Mr. Brown, Mr. Farrer or Ms. Frazier with any other persons pursuant to which they were selected as directors. As described under the heading “Certain Relationships and Related Transactions” on page 58 of the Company’s definitive proxy statement filed with the Securities and Exchange Commission on June 23, 2015 (the “Proxy Statement”), Messrs. Brown and Farrer are employed by the Company.

Ms. Frazier will be entitled to a prorated portion of the annual compensation paid to the Company’s non-employee directors. A summary of the compensation the Company provides its non-employee directors is described under the heading "Director Compensation" on pages 20 and 21 of the Proxy Statement.

Retirement of Martin S. Brown Jr., Sandra A. Frazier, and James S. Welch Jr.

On May 26, 2016, the Company announced that Martin S. Brown Jr., Sandra A. Frazier, and James S. Welch Jr. elected not to stand for re-election at the Company's 2016 Annual Meeting of Stockholders scheduled to be held on July 28, 2016 (the "Annual Meeting").

Each of Mr. Brown’s, Ms. Frazier’s and Mr. Welch’s decision to not stand for re-election to the Board was not due to a disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

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 7.01. Regulation FD Disclosure.

On May 26, 2016, the Company announced that its Board approved a two-for-one stock split, to be paid in the form of a stock dividend, for all outstanding shares of its Class A and Class B common stock. The implementation of the stock split is subject to the approval of an increase in the number of authorized shares of Class A common stock at the Annual Meeting.

A copy of the press release announcing the Board’s approval and the anticipated record and payment dates for the stock split is furnished herewith as Exhibit 99.2. The information furnished pursuant to this Item 7.01 (and the related information in Exhibit 99.2) 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*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Brown-Forman Corporation Press Release dated May 26, 2016.
99.2	Brown-Forman Corporation Press Release dated May 26, 2016.

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: May 26, 2016

/s/ Michael E. Carr, Jr.

Michael E. Carr, Jr.

Vice President, Managing Attorney and Assistant
Corporate Secretary

EXHIBIT INDEX

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NEWS RELEASE

PHIL LYNCH	JAY KOVAL
VICE PRESIDENT	VICE PRESIDENT
DIRECTOR CORPORATE COMMUNICATIONS	DIRECTOR INVESTOR
AND PUBLIC RELATIONS	RELATIONS
502-774-7928	502-774-6903

FOR IMMEDIATE RELEASE

BROWN-FORMAN ANNOUNCES CHANGES ON ITS BOARD OF DIRECTORS

Louisville, KY, May 26, 2016 - Brown-Forman Corporation announced today that its Board of Directors has elected Campbell P. Brown, Marshall B. Farrer, and Laura L. Frazier to become directors of the company, effective today. All three are fifth generation descendants of George Garvin Brown, who founded Brown-Forman in 1870.

This election continues a multi-year evolution of Brown family representation on the board. As part of this process, Martin S. Brown Jr., Sandra A. Frazier, and James S. Welch Jr., a management director who is retiring as vice chairman of the company at the end of May, have elected not to stand for re-election at the annual stockholders' meeting in July.

“We are truly grateful to each of these directors for the guidance and wisdom they have given Brown-Forman over the last decade, a period of remarkable success and growth for the company,” stated Brown-Forman’s Chairman of the Board, Geo. Garvin Brown IV.

“In 2006 Martin and Sandra helped steward the governance of Brown-Forman from the fourth to the fifth generation of the Brown family, and they have helped strike the right balance between our long-term orientation and our performance culture ever since. Going forward, the Board is very grateful for their continued engagement, oversight, and co-authorship of the governance of the Brown family control group.”

(more)

Brown-Forman Chief Executive Officer Paul Varga said, “In addition to his laudable board service, Jim Welch has had a remarkable career at Brown-Forman, making many significant contributions spanning the areas of strategy, corporate affairs, and human resources, to name a few. For the last decade, he has also led the company’s very significant civic leadership efforts in the Louisville community.”

Laura L. Frazier is owner, chairman, and past-CEO of Bittners, a more than 160-year-old interior and commercial design firm. She previously served on the board of directors of Lenox, Inc., a former subsidiary company of Brown-Forman, from 1999 to 2005. Her father, Owsley Brown Frazier, had a 45-year career with Brown-Forman, retiring as vice chairman. He served as a director for 42 years from 1964 to 2006.

Marshall B. Farrer is an 18-year employee of Brown-Forman and is vice president and managing director of Global Travel Retail, which includes Duty Free, Military, Cruise, and Transportation sales globally. He previously led the global Jack Daniel’s Tennessee Honey brand team, was managing director of the Australia/Asia region, and led the Latin America & Caribbean region. His mother, Dace Brown Stubbs, served as a director at Brown-Forman from 1999-2015.

Campbell P. Brown is a 22-year employee of Brown-Forman and is currently president and managing director of Old Forester, the company’s founding bourbon brand. He previously served Brown-Forman in the emerging markets of India, the Philippines, and Turkey and most recently led the company’s wine and spirits portfolio in Canada and the Midwest region of the U.S. Campbell Brown also serves on the board of directors for Republic Bank and Trust Company. His father, George Garvin Brown III, served as a director at Brown-Forman for 35 years from 1971 to 2006. Campbell is the brother of the company’s current board chairman.

“As founding members of the Brown-Forman Brown Family Shareholders Committee in 2007, Campbell, Marshall, and Laura have helped strengthen the enduring relationship between the long-term shareholders and the company. They now bring that experience along with their other considerable talents and strong values with them to their board service,” Brown said.

For more than 145 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, Gentleman Jack, Jack Daniel's Single Barrel, Finlandia, Korbel, el Jimador, Woodford Reserve, Canadian Mist, Herradura, New Mix, Sonoma-Cutrer, Early Times, and Chambord. Brown-Forman's brands are supported by nearly 4,400 employees and sold in approximately 160 countries worldwide. For more information about the company, please visit <http://www.brown-forman.com/>.

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NEWS RELEASE

PHIL LYNCH	JAY KOVAL
VICE PRESIDENT	VICE PRESIDENT
DIRECTOR CORPORATE COMMUNICATIONS	DIRECTOR INVESTOR
AND PUBLIC RELATIONS	RELATIONS
502-774-7928	502-774-6903

FOR IMMEDIATE RELEASE

BROWN-FORMAN BOARD ANNOUNCES 2-FOR-1 STOCK SPLIT AND DECLARES CASH DIVIDEND

Louisville, KY, May 26, 2016 - The Brown-Forman Corporation (NYSE:BFA, BFB) Board of Directors approved a two-for-one stock split for all shares of Class A and Class B common stock to be paid in the form of a stock dividend.

Paul Varga, the company's Chief Executive Officer commented, "The recommended two-for-one stock split reflects the company's confidence in our ability to sustainably grow our sales, earnings, and cash flow over the long term, and marks the seventh split in 35 years."

Implementation of the stock split is subject to approval by holders of Class A common stock at the company's annual meeting of stockholders scheduled to be held on July 28, 2016. Class A stockholders will be asked to approve an increase in the number of authorized shares of the company's Class A common stock from 85 million to 170 million. The number of authorized shares of Class B common stock does not need to be increased in order to effectuate the stock split.

If approved, the record date for the stock split is anticipated to be on or about August 8, 2016. Each stockholder of record of Class A common stock on the close of business on the record date will receive one additional share of Class A common stock for each share of Class A common stock they hold. Likewise, each stockholder of record of Class B common stock on the close of business on the record date will receive one additional share of Class B common stock for each share of Class B common stock they hold. The new shares are expected to be distributed on or about August 18, 2016. Additional details of the annual meeting and the proposed stock split will be included in the company's proxy statement, which is expected to be filed in June.

Brown-Forman's common stock began trading in 1933 following the repeal of Prohibition, and has split twelve times since the original listing. Assuming there had been no splits over that time period, one share of Class B stock would be worth approximately \$134,000 today.

Brown-Forman's Board of Directors also approved a regular quarterly cash dividend of 34 cents per share on its Class A and Class B common stock. Stockholders of record on June 6, 2016, will receive the cash dividend on July 1, 2016. With this dividend, Brown-Forman will have paid regular quarterly cash dividends for 70 consecutive years and increased the dividend for 32 consecutive years.

For more than 145 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, Gentleman Jack, Jack Daniel's Single Barrel, Finlandia, Korbel, el Jimador, Woodford Reserve, Canadian Mist, Herradura, New Mix, Sonoma-Cutrer, Early Times, and Chambord. Brown-Forman's brands are supported by nearly 4,400 employees and sold in approximately 160 countries worldwide. For more information about the company, please visit <http://www.brown-forman.com>.

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,” “continue,” “could,” “envision,” “estimate,” “expect,” “expectation,” “intend,” “may,” “plan,” “potential,” “project,” “pursue,” “see,” “seek,” “should,” “will,” and similar words identify 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; 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, capital gains) or changes in related reserves, changes in tax rules (for example, LIFO, foreign income deferral, U.S. manufacturing and other deductions) or accounting standards, and the unpredictability and suddenness with which they can occur
- 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 smaller distilleries or local producers, or away from brown spirits, our premium products, or spirits generally, and our ability to anticipate or react to them; bar, restaurant, travel or other on-premise declines; shifts in demographic trends; unfavorable consumer reaction to new products, line extensions, package changes, product reformulations, or other product innovation
- Decline in the social acceptability of beverage alcohol products 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 implementation-related or fixed costs
- Inventory fluctuations in our products by distributors, wholesalers, or retailers
- Competitors’ 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, or termination difficulties or costs, or impairment in recorded value
- Inadequate protection of our intellectual property rights
- Product recalls or other product liability claims; product counterfeiting, tampering, contamination, or product quality issues
- Significant legal disputes and proceedings; government investigations (particularly of industry or company business, trade or marketing practices)
- 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

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 SEC.