

BROWN FORMAN CORP
Form 8-K
April 25, 2019

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)
April 25, 2019

Brown-Forman Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware 001-00123 61-0143150
(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

850 Dixie Highway, Louisville, Kentucky 40210
(Address of Principal Executive Offices) (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

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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 7.01. Regulation FD Disclosure.

On April 25, 2019, Brown-Forman Corporation (the “Company”) announces that it plans to launch its third flavor in the Jack Daniel’s family of brands, Jack Daniel’s Tennessee Apple. The Company plans to launch the new flavor in the United States during the Company’s fiscal year ending April 30, 2020.

The information pursuant to this Item 7.01 is being furnished and shall not be deemed “filed” for any purpose, including for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or under the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Important Information on Forward-Looking Statements:

This Current Report on Form 8-K 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,” “see,” “would,” and similar words indicate forward-looking statements, which speak only as of the date the Company makes them. Except as required by law, the Company does 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 the Company’s control) that could cause the Company’s actual results to differ materially from its historical experience or from its 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 the Company’s actions to mitigate the negative impact on the Company’s 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 the Company’s 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 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, the Company's premium products, or spirits generally, and the Company's 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 the Company's sales, temporarily disrupt the marketing or sale of the Company's products, or result in higher fixed costs

• Inventory fluctuations in the Company's 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 the Company's 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 the Company's intellectual property rights

• 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 the Company or its brands, marketing, personnel, operations, business performance, or prospects

• Failure to attract or retain key executive or employee talent

• The Company's status as a family "controlled company" under New York Stock Exchange rules, and the Company's dual class share structure

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

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: April 25, 2019

/s/ Jaileah X. Huddleston
Jaileah X. Huddleston
Vice President, Assistant General Counsel and Assistant Corporate
Secretary