

FORTUNE BRANDS INC
Form 8-K
March 29, 2011

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): March 29, 2011

Fortune Brands, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-9076
(Commission
File Number)

13-3295276
(IRS Employer
Identification No.)

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520 Lake Cook Road

Deerfield, IL 60015

(Address of Principal Executive Offices) (Zip Code)

847-484-4400

(Registrant's telephone number, including area code)

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))

INFORMATION TO BE INCLUDED IN THE REPORT

Item 8.01. Other Events.

On March 29, 2011, Fortune Brands, Inc. (the Company) filed definitive additional soliciting materials (the Proxy Statement Supplement) relating to 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 Company's Proxy Statement, filed with the Securities and Exchange Commission on March 7, 2011 (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, assuming that it is approved by stockholders, 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. For additional detail on the terms of the Amendment, please refer to the Proxy Statement Supplement.

SIGNATURE

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.

FORTUNE BRANDS, INC.
(Registrant)

By: /s/ Mark A. Roche
Name: Mark A. Roche
Title: Senior Vice President, General Counsel and
Secretary

Date: March 29, 2011