

FORTUNE BRANDS INC  
Form 8-K  
May 05, 2009

**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 30, 2009**

**Fortune Brands, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**1-9076**  
(Commission File Number)

**520 Lake Cook Road**

**Deerfield, IL 60015**

**13-3295276**  
(IRS Employer

Identification No.)

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(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 April 30, 2009, Fortune Brands, Inc. ( Fortune Brands or the Company ) filed an amendment to its certificate of incorporation (the Certificate of Amendment ) with the Delaware Secretary of State. The Certificate of Amendment was approved by the requisite vote at the Company s annual meeting of stockholders on April 28, 2009. The Certificate of Amendment provides (i) for the annual election of directors on a phase-in basis beginning in 2010, and (ii) that once the Board ceases to be classified, directors may, consistent with Delaware law, be removed with or without cause. A copy of the amended sections of the Company s certificate of incorporation were previously filed as Exhibit A to the Company s definitive proxy statement filed with the Securities and Exchange Commission on March 9, 2009. A full copy of the certificate of incorporation of the Company, as amended April 30, 2009, is filed as Exhibit 3.1 to this report and incorporated by reference herein.

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

- (d) Exhibits
  - 3.1 Restated Certificate of Incorporation of the Company, as amended April 30, 2009.

**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: May 5, 2009

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Restated Certificate of Incorporation of the Company, as amended April 30, 2009.