

BROWN FORMAN CORP

Form 8-K

October 22, 2004

Table of Contents

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): October 22, 2004 (October 20, 2004)

**BROWN-FORMAN CORPORATION**

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(Exact Name of Registrant as Specified in Charter)

**Delaware**

**002-26821**

**62-0143150**

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(State or Other Jurisdiction of  
Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**850 Dixie Highway  
Louisville, Kentucky**

**40210**

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(Address of Principal Executive Offices)

**(502) 585-1100**

(Zip Code)

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(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

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(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 (*see* General Instruction A.2. below):

- 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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**TABLE OF CONTENTS**

Item 1.01. Entry into a Material Definitive Agreement

Item 7.01. Regulation FD Disclosure

Item 9.01. Financial Statements and Exhibits

INDEX TO EXHIBITS

SIGNATURES

EX-99.1 PRESS RELEASE

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**Table of Contents**

**Item 1.01. Entry into a Material Definitive Agreement**

Brown-Forman Corporation, through its wholly owned subsidiary Voldgade Investments Holdings, A/S, entered a letter agreement dated as of October 20, 2004 with Moët Hennessy Investissements SA ( Moët ) and Lazard & Co., Limited, undertaking to accept an offer that Moët has announced it intends to make to purchase all of the issued share capital of Glenmorangie plc. Brown-Forman Corporation issued a press release yesterday describing this commitment, a copy of which is attached as an exhibit hereto and incorporated herein by reference.

Subject to terms and conditions set forth in Brown-Forman's letter to Moët and those set forth in the press announcement publicly issued by Moët yesterday regarding its intended offer, Brown-Forman Corporation yesterday committed to sell to Moët the 2,962,904 A ordinary shares of Glenmorangie plc owned by Brown-Forman's subsidiary Voldgade, for a price equal to £17.176 cash per share (for a total purchase price of £51 million, or \$92 million at the exchange rate on October 20, 2004). Subject to the certain terms and conditions, Moët agreed to make the offer not later than November 19, 2004 and Brown-Forman agreed to tender its shares within seven days thereafter.

Moët's announcement relating to its intended offer states that Moët has obtained commitments to accept its offer from holders representing a total of approximately 45 percent of the A shares and approximately 71 percent of the B shares. The announcement also states that the offer will be subject to a number of terms and conditions, including Moët timely receiving valid acceptances with respect to at least 90 percent of the Glenmorangie A shares and 90 percent of the Glenmorangie B shares. Due to the numerous terms and conditions to which Moët has stated its offer will be subject, there can be no assurances that the offer will be consummated.

Under pre-existing contracts, Brown-Forman Corporation has distribution and marketing rights for Glenmorangie brands in the U.S. and marketing and representation rights for the brands in several European markets.

**Item 7.01. Regulation FD Disclosure**

The press release of Brown-Forman dated October 20, 2004 referenced above is attached as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

99.1 Press Release, dated October 20, 2004.

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**Table of Contents**

**INDEX TO EXHIBITS**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release dated October 20, 2004

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**Table of Contents**

**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**

By: /s/ Nelea A. Absher  
Nelea A. Absher  
Vice President and Assistant Corporate  
Secretary

Date: October 22, 2004