

FORTUNE BRANDS INC
Form 8-K
April 30, 2010

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, 2010

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 5.07. Submission of Matters to a Vote of Security Holders.

Fortune Brands, Inc. (Fortune Brands or the Company) held its Annual Meeting of Stockholders on April 27, 2010 (the Annual Meeting). At the Annual Meeting, our stockholders (i) elected the persons listed below to serve as Class I directors for a term of one year expiring at the 2011 Annual Meeting of Stockholders and until their successors are duly elected and qualified; (ii) ratified the appointment of PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for 2010; (iii) approved amendments to the Company s Restated Certificate of Incorporation to provide for the elimination of supermajority voting requirements; (iv) approved the Fortune Brands, Inc. 2010 Non-Employee Director Stock Plan; and (v) approved a stockholder proposal entitled Special Shareowner Meetings. Set forth below are the voting results for these proposals:

Item 1: The election of three directors for a one-year term expiring at the 2011 Annual Meeting

| | For | Against | Abstain | Broker Non-Votes |
|-------------------------|-------------|------------|---------|------------------|
| Anne M. Tatlock | 68,164,653 | 45,938,622 | 394,487 | 16,309,034 |
| Norman H. Wesley | 112,233,158 | 1,932,999 | 331,605 | 16,309,034 |
| Peter M. Wilson | 71,064,534 | 43,030,815 | 402,413 | 16,309,034 |

Item 2: The ratification of the appointment by the Company s Audit Committee of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for 2010

| For | Against | Abstain |
|-------------|---------|---------|
| 129,589,582 | 904,646 | 312,568 |

Item 3: The approval of amendments to the Company s Restated Certificate of Incorporation to eliminate supermajority voting requirements

| For | Against | Abstain |
|-------------|-----------|---------|
| 128,550,120 | 1,613,180 | 643,496 |

Item 4: The approval of the Fortune Brands, Inc. 2010 Non-Employee Director Stock Plan

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 101,093,139 | 12,743,530 | 661,093 | 16,309,034 |

Item 5: A stockholder proposal entitled Special Shareowner Meetings

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 69,591,542 | 43,891,560 | 1,014,660 | 16,309,034 |

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/ Lauren S. Tashma
Name: Lauren S. Tashma
Title: Vice President, Associate General Counsel
and Assistant Secretary

Date: April 30, 2010