

BROWN FORMAN CORP
Form 11-K
June 26, 2015
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS
AND SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One):

Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934
For the Fiscal Year Ended December 31, 2014

OR

Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934
Commission File Number: 002-26821

A. Full Title of Plan: **Brown-Forman Corporation Savings Plan**

B. Name of Issuer of the securities held pursuant to the plan and the address of its principal executive office:

Edgar Filing: BROWN FORMAN CORP - Form 11-K

Brown-Forman Corporation

850 Dixie Highway

Louisville, Kentucky 40210

Table of Contents

Brown-Forman Corporation

Savings Plan

Plan #006 EIN #61-0143150

Financial Statements

December 31, 2014 and 2013

Supplemental Schedule

December 31, 2014

Table of Contents

Brown-Forman Corporation Savings Plan

Index

December 31, 2014 and 2013

	Page(s)
<u>Report of Independent Registered Public Accounting Firm</u>	2
Financial Statements	
<u>Statements of Net Assets Available for Benefits</u> <u>December 31, 2014 and 2013</u>	3
<u>Statement of Changes in Net Assets Available for Benefits</u> <u>Year Ended December 31, 2014</u>	4
<u>Notes to Financial Statements</u>	5 - 15
Supplemental Schedule	
<u>Schedule H, Line 4i- Schedule of Assets (Held at End of Year) December 31, 2014</u>	16

Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Administrator of the

Brown-Forman Corporation Savings Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Brown-Forman Corporation Savings Plan (the Plan) at December 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The supplemental Schedule of Assets (Held at End of Year) at December 31, 2014 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the Schedule of Assets (Held at End of Year) is fairly stated, in all material respects, in relation to the financial statements as a whole.

Louisville, Kentucky

June 26, 2015

Table of Contents**Brown-Forman Corporation Savings Plan****Statements of Net Assets Available for Benefits****December 31, 2014 and 2013**

	2014	2013
ASSETS		
Investments, at fair value	\$ 420,458,412	\$ 404,579,396
Employer contributions receivable	636,858	1,955,099
Participant contributions receivable	302,268	312,353
Receivable from the sale of investments	511,985	
Notes receivable from participants	3,468,190	3,254,889
Non-interest bearing cash	223,240	
 Total assets	 425,600,953	 410,101,737
LIABILITIES		
Payable for the purchase of investments	713,123	
 Net assets available for benefits at fair value	 424,887,830	 410,101,737
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	(467,943)	(188,616)
 Net assets available for benefits	 \$ 424,419,887	 \$ 409,913,121

The accompanying notes are an integral part of the financial statements.

Table of Contents**Brown-Forman Corporation Savings Plan****Statement of Changes in Net Assets Available for Benefits****Year Ended December 31, 2014****Additions**

Contributions	
Employer	\$ 9,228,289
Participants	15,580,120
Rollovers	1,458,388
Total contributions	26,266,797
Interest and dividends	3,592,380
Interest income on notes receivable from participants	140,714
Net appreciation in fair value of investments	31,149,143
Other	431,263
	61,580,297

Deductions

Benefits payments	46,720,772
Administrative expenses	379,468
	47,100,240
Net increase before transfers from other plans	14,480,057
Transfers from Company sponsored Plans	26,709
Net Increase	14,506,766
Net assets available for benefits	
Beginning of year	409,913,121
End of year	\$ 424,419,887

The accompanying notes are an integral part of the financial statements.

Table of Contents

Brown-Forman Corporation Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

1. Description of Plan

The sponsor of the Brown-Forman Corporation Savings Plan (the Plan), Brown-Forman Corporation (the Company or the Sponsor), is a leading producer and marketer of fine quality consumer products in domestic and international markets. The Company's operations include the production, importing, and marketing of wines and distilled spirits.

The following brief description of the Plan is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General

The Plan is a defined contribution plan covering substantially all salaried employees of the Company as well as salaried and nonunion hourly employees of the Company's subsidiaries who are not members of a collective bargaining unit. An employee becomes eligible to participate in the Plan on their employment commencement date, as defined. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective August 1, 2014, Wells Fargo Bank, N.A. (Wells Fargo) was appointed recordkeeper and Trustee, replacing Fidelity Management Trust Company.

Contributions

Employees may contribute to the Plan between 1% and 100% (50% prior to January 1, 2014) of their annual compensation. Contributions may be made in pre-tax or, beginning August 1, 2014, Roth (after-tax) dollars. Employee contributions are not to exceed the Section 402(g) Internal Revenue Code (the IRC) limitation for the calendar year of \$17,500 for 2014 and \$17,500 for 2013. Newly eligible employees and employees who have not completed a salary reduction form before March 1, 2008 are automatically enrolled in the Plan at a 5% effective deferral of their compensation unless they indicate a desire not to make contributions or elect to enroll at a different percentage, except for employees from the Brown-Forman Winery Operations Savings Plan who were auto enrolled at 3% deferrals before its merger with this plan on December 31, 2012. New employees may rollover assets from their former employers' qualified plans to the Plan. Effective January 1, 2014, rehired employees are also automatically enrolled in the Plan at a 5% effective deferral rate unless they elect differently.

Eligible participants who have attained age 50 before the close of the plan year may make catch-up contributions in an amount of 1% to 100% of the employee's compensation, subject to the limitations of the IRC.

Participants are eligible to receive the Company's matching contribution when they begin making deferrals into the Plan. The Company's matching contribution is equal to 100% of the participant's elective deferral up to 5% of the participant's annual compensation. Beginning August 1, 2014, Company matching contributions are made with each payroll period in which there are deferrals by the participant. At the end of the year, the Company makes a true-up

match contribution for those participants still employed at December 31.

Participant accounts are credited with the participant contributions and an allocation of (i) the Company's matching contribution, and (ii) on a daily basis, plan earnings. For the period January 1, 2014 through July 31, 2014, credits for employer contributions were made on a quarterly basis; subsequent to that date, that credit is made on a per-payroll basis. Allocations are based on the participants' contributions, compensation, earnings, account balances or specific participant transactions, as defined in the Plan. The total annual contributions, as defined by the Internal Revenue Service and the Plan, credited to a participant's account in a plan year may not exceed the lesser of (i) \$52,000, or (ii) 100% of the participant's compensation in the plan year.

Table of Contents

Brown-Forman Corporation Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Participants can allocate contributions among various investment options in 1% increments. The Plan currently offers participants several different investment choices, including mutual funds, common collective trust funds and Brown-Forman Corporation Class B common stock in the ESOP component of the Plan.

Vesting

Participants are immediately vested in their employee contributions plus actual earnings thereon. Vesting in the Company's contributions and earnings thereon is 25% per year of service with the Company. Participants will become 100% vested in their Company contributions account in case of death, normal retirement, or total and permanent disability while employed.

Withdrawals

Upon termination of service, participants can elect to transfer their vested interest in the Plan to a qualified plan of their new employer, roll over their funds into an Individual Retirement Account (IRA), or receive their vested interest in the Plan in a lump-sum amount or in the form of installment payments over a period of time not to exceed life expectancy. Withdrawals of investments in Brown-Forman Class B common stock may be taken in the form of Brown-Forman Class B common stock or cash. If the vested account balance is \$1,000 or less, an automatic lump sum distribution will be made if no distribution election is made by the participant. If the vested account balance is greater than \$1,000 up to \$5,000, and the participant does not direct otherwise, it will be rolled over into an IRA. Through July 31, 2014, these IRAs were with Fidelity Management Trust Company (Fidelity), the trustee and a related entity of the recordkeeper as described in the Plan. In the event of death, participant beneficiaries will receive the vested interest in a lump-sum payment. Participants may also withdraw their vested interest in the case of financial hardship under guidelines promulgated by the Internal Revenue Service. Participant contributions shall be suspended for six months after the receipt of a hardship distribution.

An In-Service withdrawal provision was added to the Plan in 2013 to allow those active employees age 59 ½ or older to take a whole or partial distribution from the Plan.

Notes Receivable from Participants

A participant may request permission from the plan administrator to borrow a portion of such participant's vested benefit under the Plan. Loans are limited to the lesser of \$50,000 or 50% of the vested account balance. Loans must bear a reasonable rate of interest, be secured by the balance in the participant's account, and be repaid within five years. Interest rates are fixed based on prevailing rates charged by lending institutions. For actively working participants, principal and interest are paid ratably through payroll deductions. In the event of layoff, leave of absence, termination or retirement, loan payments continue to be made directly to the trustee or recordkeeper. Participants do not share in the earnings from the Plan's investments to the extent of any outstanding loans, except that the interest

paid on such loans is allocated directly to the applicable participant's account. The interest rates on outstanding loans ranged from 3.25% to 4.25% at December 31, 2014 and 4.25% to 6.25% at December 31, 2013.

Forfeited Accounts

Forfeited balances of terminated participants' non-vested accounts are used first to reinstate previously forfeited account balances of re-employed participants, if any, and the remaining amounts are used to reduce Company contributions, as defined in the plan document, or may be used to pay administrative expenses of the Plan. There were no unused forfeiture balances at December 31, 2014. The unused forfeited balances totaled \$96,246 at December 31, 2013. Forfeited amounts of \$354,778 were used to reduce Employer matching contributions in 2014.

Table of Contents

Brown-Forman Corporation Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Employee Stock Ownership Plan

The Plan includes a participant directed Employee Stock Ownership Plan (ESOP) which includes any Company Class B common stock in the participant's account and provides participants the option of having cash dividends payable on shares of Company Class B common stock held in the ESOP either paid directly to the participant in cash or reinvested in the ESOP.

Transfers (to) from Company Sponsored Plans

The Plan permits the transfer of participant account balances (to) from another Company sponsored plan as participants experience changes in employment status. As a result, \$26,709 (including loan balances of \$1,934) of Plan assets were transferred to the Plan from another Company sponsored plan during 2014.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. The Plan defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or more advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The Plan presents in the accompanying statement of changes in net assets available for benefits the net appreciation or depreciation in the value of its investments which consists of the realized gains or losses, the unrealized appreciation or depreciation on those investments, and capital gain distributions.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Registered Investment Companies (mutual funds):

Shares of mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end based on the quoted market value of the underlying assets on the last day of the year. These funds are registered with the Securities and Exchange Commission and are deemed to be actively traded.

Common Stock:

The Brown-Forman Class B Company Stock Fund (ESOP) is comprised of Brown-Forman Corporation Class B Common shares, which are valued at the quoted closing market price. The value of a unit reflects the market value of the underlying Sponsor stock.

Common Collective Trusts:

The Plan's interest in common collective trusts is valued at the NAV per unit as determined by the collective trusts as of the valuation date, which approximates fair value. They are valued on the basis of the relative interest of each participating investor at the fair value of the underlying assets. The NAV is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Table of Contents

Brown-Forman Corporation Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

The Plan invests in investment contracts through two common collective trusts. One common collective trust in which the Plan invests is the Fidelity Managed Income Portfolio and the second is Wells Fargo Stable Return Fund N. These investments are valued using the same basis as described above. For these investments, redemptions made to another investment option by a participant may be made on any business day, provided the exchange is not directed into a competing fund (money market fund or other fixed income funds). Transferred amounts must be held in a non-competing investment option for 90 days before subsequent transfers to a competing fund can occur. The investment may be subject to redemption restrictions, at the trustee's discretion, to the extent it is determined such actions would disrupt management of the fund.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Contract value represents contributions and reinvested income, less any withdrawals plus accrued interest. Fair value represents the net asset value of the underlying assets of the common collective trusts. As required, the statement of net assets available for benefits presents the fair value of the investment in the collective trusts as well as adjustments of the investments in the collective trusts from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Certain events could limit the ability of the Plan to transact at contract value with the financial institution issuers. Specifically, withdrawals or investment exchanges prompted by an employer-initiated event, such as withdrawals resulting from the sale of a division of the Plan Sponsor of a participating Plan, a corporate layoff or early retirement program, change(s) in the investment options of a participating Plan, or termination or partial termination of a participating Plan, may be paid at fair value, which may be less than contract value, or may be subject to a contract charge or penalty.

Money Market Fund:

The Plan's interest in the Retirement Money Market Portfolio (money market fund), held through date of the Trustee conversion in 2014, was valued at the net asset value per unit as determined by the collective trust as of the valuation date, which approximated fair value. The Retirement Money Market Portfolio is a fund of the Fidelity Money Market Trust (the "Trust") and is authorized to issue a number of shares. The Trust is registered under the Investment Company Act of 1940 as an open ended management investment company. At December 31, 2013, there were no unfunded commitments with respect to this investment.

Notes Receivable from Participants

Notes receivable from participants are valued at the outstanding principal balance plus accrued interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of December 31, 2014 or 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a distribution is recorded.

Table of Contents

Brown-Forman Corporation Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Recent Accounting Pronouncements

ASU 2011-11 Disclosures about Offsetting Assets and Liabilities:

In December 2011, the FASB issued ASU 2011-11, Disclosures about Offsetting Assets and Liabilities, which provides additional disclosure requirements for offsetting and related arrangements. These additional requirements became effective for the year ended December 31, 2013 and did not have an impact on the Plan's financial statements.

ASU 2015-07 Amendments to Topic 820 Fair Value Measurement:

During 2015, the FASB issued ASU 2015-07, which amended Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). The amendments apply to reporting entities that elect to measure the fair value of an investment using the net asset value per share (or its equivalent) practical expedient.

Topic 820, Fair Value Measurement, permits a reporting entity, as a practical expedient, to measure the fair value of certain investments using the net asset value per share of the investment. Currently, investments valued using the practical expedient are categorized within the fair value hierarchy based on criteria for redemption with the investee established for the investment. Where investments are redeemable with the investee at a future date, a reporting entity must consider the length of time until those investments become redeemable to determine the classification within the fair value hierarchy.

The amendments remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Alternatively, the amendments provide that the disclosure requirements are limited to investments for which the entity has elected to measure the fair value using that practical expedient.

The amendments are effective for the Plan for fiscal years beginning after December 15, 2015. Management has elected not to early adopt the standard and is evaluating the future impact on future financial statements.

Management Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Payment of Benefits

Benefits are recorded when paid.

Table of Contents**Brown-Forman Corporation Savings Plan****Notes to Financial Statements****December 31, 2014 and 2013****Administrative Expenses**

Prior to August 1, 2014, consulting fees, record keeping fees and other reasonable administrative expenses were charged to and paid for by the Plan. All other administrative expenses of the Plan were paid for by the Company, except for fees paid by the participants. Effective August 1, 2014, the Company pays consulting fees, record keeping fees and other reasonable administrative expenses other than certain fees paid by the participants.

Subsequent Events

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Management has reviewed events occurring through the date the financial statements were available to be issued and no subsequent events occurred requiring accrual or disclosure that are not otherwise disclosed herein.

3. Investments

The Plan's investments are held by a custodian trust company. The following table presents the fair value of investments that represent 5% or more of Plan net assets at one or both year ends separately identified.

	December 31,	
	2014	2013
Investments at fair value		
Wells Fargo Stable Return Fund N	\$ 23,336,551	*
WF / BlackRock S&P 500 Index CIT	31,836,601	*
WF / MFS Value CIT	31,220,130	*
WF / T Rowe Price Instl Large Growth CIT	83,592,006	*
Prudential Total Return Bond Z	25,192,458	*
American Funds Int'l Growth and Income	24,641,915	*
Fidelity Money Market Trust		
Retirement Money Market Portfolio	*	\$ 23,839,417
Fidelity Growth Company Fund	*	86,091,217
Brown-Forman Corporation Class B Common Stock	67,895,313	59,057,976
Fidelity Diversified International Fund/K	*	27,703,015
PIMCO Total Return Fund	*	24,421,932
MFS Value Fund R4	*	32,215,747

* Investment does not represent 5% or more of the Plan's net assets for the respective year.

Table of Contents**Brown-Forman Corporation Savings Plan****Notes to Financial Statements****December 31, 2014 and 2013**

During 2014, the Plan's investments, including gains on investments bought and sold, as well as held during the year, appreciated in value as follows:

Common collective trusts	\$ 12,717,948
Mutual funds	8,865,023
Brown-Forman Corporation Class B common stock	9,566,172
	\$ 31,149,143

4. Tax Status

The Internal Revenue Service has determined, and informed the Company by a letter dated September 17, 2013, that the Plan and related trust are designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

6. Related Party Transactions

At December 31, 2014 and 2013, certain Plan investments are shares of mutual funds or units of a common collective trust managed by Fidelity or Wells Fargo. Fidelity was the trustee as described in the Plan through July 31, 2014, and Wells Fargo was trustee thereafter. Therefore, these transactions qualify as party-in-interest transactions.

Prior to August 1, 2014, certain administrative costs incurred by the Plan were paid by the Sponsor. Recordkeeping fees incurred by the Plan were paid through a revenue credit program. Income received from the revenue credit program is reported as Other on the Statement of Changes in Net Assets Available for Benefits. In addition, other administrative services were provided by the Sponsor but not charged to the Plan. Beginning August 1, 2014, administrative expenses of the Plan are paid by the Sponsor and participant transaction fees paid directly by the Plan. Administrative expenses totaled \$379,468 in 2014.

During the current year, participants for the Plan were eligible to invest in Brown-Forman Class B common stock through the ESOP. Purchases and sales of \$9,886,984 and 10,593,489 during 2014 and \$10,373,706 and \$9,537,346 during 2013, respectively, of Brown-Forman Corporation Class B common stock were made from the ESOP by the Plan.

Table of Contents

Brown-Forman Corporation Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

7. Fair Value Measurements

The fair values of assets and liabilities are categorized into three levels based upon the assumptions (inputs) used to determine those values. Level 1 provides the most reliable measure of fair value, while Level 3 generally requires significant management judgment.

Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. A description of the valuation methodologies used for assets measured at fair value is included in Note 2. Fair value guidance establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 Quoted prices in active markets for identical assets. The Plan's investments with active markets include its investment in Brown-Forman Corporation Class B common stock, as well as its investments in mutual funds which are reported at fair value utilizing Level 1 inputs. For these investments, quoted current market prices are readily available.

Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets in active markets; quoted prices for identical or similar assets in markets that are not active; or inputs other than quoted prices that are observable, or that are derived principally from or corroborated by observable market data by correlation or other means for substantially the full term of the assets. The Plan has concluded that the investments in the common collective trusts and money market fund represent a Level 2 valuation.

Level 3 Unobservable inputs (i.e. projections, estimates, interpretations, etc.) that are supported by little or no market activity and that are significant to the fair value of the assets. There are no investments in the Plan that represent a level 3 valuation.

There have been no changes in the valuation methodologies used at December 31, 2014 and 2013:

Table of Contents**Brown-Forman Corporation Savings Plan****Notes to Financial Statements****December 31, 2014 and 2013**

The following table represents the Plan's fair value hierarchy for its financial assets measured at fair value on a recurring basis as of December 31, 2014:

	Fair Value Measurements at December 31, 2014			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common collective trust funds				
Large cap (a)	\$ 146,648,737	\$	\$ 146,648,737	\$
Mid cap (b)	20,948,980		20,948,980	
International (c)	4,375,570		4,375,570	
Target date/blended (d)	64,906,189		64,906,189	
Stable (e)	33,172,804		33,172,804	
Total Collective funds	270,052,280		270,052,280	
Mutual funds				
Mid cap	24,815,891	24,815,891		
Small cap	7,860,555	7,860,555		
International	24,641,915	24,641,915		
Income	25,192,458	25,192,458		
Total Mutual funds	82,510,819	82,510,819		
Brown-Forman Corporation Class B common stock	67,895,313	67,895,313		
Total Investments	\$ 420,458,412	\$ 150,406,132	\$ 270,052,280	\$

- (a) These collective trust funds provide certain qualified employee benefit plans with a vehicle for collective investment and reinvestment in a portfolio of stocks. There are no unfunded commitments with respect to these investments. These funds may be redeemed daily and have no notice period. This category is comprised of the following funds.

Edgar Filing: BROWN FORMAN CORP - Form 11-K

The MFS Value CIT is focused on investing the Fund's assets in the stocks of companies that it believes are undervalued compared to their perceived worth (value companies).

The T Rowe Price Institutional Large Cap Growth Managed CIT invests primarily in the common stocks of large-cap companies, taking a growth approach to investment selection.

The S & P 500 Index CIT seeks to approximate, as closely as practicable, the total return, before deduction of fees and expenses, of the Standard & Poor's 500 Index.

- (b) This category consists of the S & P Mid Cap Index CIT and is indexed by investing in certain securities to approximate, as closely as practicable, the total return, before deduction of fees and expenses, of the Standard & Poor's 400 MidCap Index. There are no unfunded commitments with respect to the commingled trust fund. These funds may be redeemed daily and have no notice period.
- (c) This category consists of the International Equity Index CIT and is indexed by investing in certain securities to approximate, as closely as practicable, the total return, before deduction of fees and expenses, of the Morgan Stanley Capital International Europe, Australasia and Far East Index. There are no unfunded commitments with respect to the commingled trust fund. These funds may be redeemed daily and have no notice period.

Table of Contents**Brown-Forman Corporation Savings Plan****Notes to Financial Statements****December 31, 2014 and 2013**

- (d) These collective trust funds seek high total return with a shift to current income and some capital appreciation over time as each Fund approaches and passes the target retirement date by investing primarily in other common, collective or commingled trust funds. They are generally intended for investors expecting to retire in each specified target year. Through these investments, the Funds are designed to provide exposure to a variety of asset classes; over time a common collective trust asset allocation will change as it nears its target retirement date, with more emphasis on fixed income funds and less on equity funds. There are no unfunded commitments with respect to the commingled trust funds. These funds may be redeemed daily and have no notice period.
- (e) These collective trust funds are designed to deliver stability by preserving principal and earning current income, while tracking intermediate-term interest rates. Participant-directed redemptions have no restrictions; however, the Plan is required to provide a one-year redemption notice to liquidate its entire share in the fund. There are no unfunded commitments with respect to the commingled trust funds.

The following table represents the Plan's fair value hierarchy for its financial assets measured at fair value on a recurring basis as of December 31, 2013:

Fair Value Measurements at December 31, 2013				
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds				
Large cap	\$ 146,738,596	\$ 146,738,596	\$	\$
Mid cap	42,307,780	42,307,780		
Small cap	6,488,950	6,488,950		
International	30,747,071	30,747,071		
Blended fund	56,920,305	56,920,305		
Income	25,963,763	25,963,763		
Total Mutual funds	309,166,465	309,166,465		
Brown-Forman Corporation				
Class B common stock	59,060,051	59,060,051		
Money market fund	23,839,417		23,839,417	
Common collective trust fund	12,513,463		12,513,463	

Edgar Filing: BROWN FORMAN CORP - Form 11-K

Total Investments	\$ 404,579,396	\$ 368,226,516	\$ 36,352,880	\$
-------------------	----------------	----------------	---------------	----

There were no transfers between levels during 2014 and 2013.

Table of Contents**Brown-Forman Corporation Savings Plan****Notes to Financial Statements****December 31, 2014 and 2013****8. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	2014	2013
Net Assets Available for Benefits per the Financial Statements	\$ 424,419,887	\$ 409,913,121
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	467,943	
Net Assets Available for Benefits per the Form 5500	\$ 424,887,830	\$ 409,913,121

The following is a reconciliation of net increase per the financial statements to net income per the Form 5500 for the Plan year ended December 31, 2014:

Net Increase per the Financial Statements	\$ 14,506,766
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	467,943
Net Income per the Form 5500	\$ 14,974,709

Table of Contents**Supplemental Schedule****Brown-Forman Corporation Savings Plan****Plan #006 EIN #61-0143150****Schedule H, Line 4i Schedule of Assets (Held at End of Year)****December 31, 2014**

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost****	Current Value
* Fidelity Managed Income Portfolio	9,692,481 Common collective trust fund		\$ 9,836,253**
* Wells Fargo Stable Return Fund N	446,262 Common collective trust fund		23,336,551***
* Wells Fargo/BlackRock S&P 500 Index CIT	402,645 Common collective trust fund		31,836,601
* Wells Fargo/MFS Value CIT	2,371,647 Common collective trust fund		31,220,130
* Wells Fargo/T Rowe Price Instl Large Growth CIT	5,752,192 Common collective trust fund		83,592,006
* Wells Fargo/Blackrock S&P MidCap Index CIT	622,896 Common collective trust fund		20,948,980
* Wells Fargo/BlackRock Int 1 Equity Index CIT	269,384 Common collective trust fund		4,375,570
JPMorgan Passive Blend Income C	169,071 Common collective trust fund		3,241,090
JPMorgan Passive Blend 2015 C	203,651 Common collective trust fund		4,054,687
JPMorgan Passive Blend 2020 C	612,317 Common collective trust fund		12,693,337
JPMorgan Passive Blend 2025 C	398,613 Common collective trust fund		8,454,585
JPMorgan Passive Blend 2030 C	459,348 Common collective trust fund		9,908,132
JPMorgan Passive Blend 2035 C	422,868 Common collective trust fund		9,243,886
JPMorgan Passive Blend 2040 C	352,635 Common collective trust fund		7,761,489
JPMorgan Passive Blend 2045 C	230,435 Common collective trust fund		5,078,795
JPMorgan Passive Blend 2050 C	202,454 Common collective trust fund		4,470,188
Prudential Total Return Bond Z	1,748,262 Mutual fund shares		25,192,458
American Funds Int 1 Growth and Income Fund	774,173 Mutual fund shares		24,641,915
Janus Enterprise Fund	217,196 Mutual fund shares		18,917,791
JP Morgan Small Cap Core Fund	144,708 Mutual fund shares		7,860,555
John Hancock Disciplined Value Mid-Cap Fund	295,496 Mutual fund shares		5,898,100
* Brown-Forman Corporation Class B Company Stock	772,943 shares Class B common stock		67,895,313
* Notes receivable from participants	Loans, interest rates of 3.25% - 4.25%, various maturities through December 2019		3,468,190
			\$ 423,926,602

* Party-in-interest to the Plan

Edgar Filing: BROWN FORMAN CORP - Form 11-K

** This represents fair value for the Fidelity Managed Income Portfolio. At contract value this investment is \$9,692,481.

*** This represents fair value for the Wells Fargo Stable Return Fund. At contract value this investment is \$23,012,380.

**** Cost data has been omitted for the assets listed in the above table as the assets were all participant directed.

Table of Contents

SIGNATURES

The Plan: Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Brown-Forman Corporation Savings Plan
(Name of Plan)

June 26, 2015
(Date)

/s/ Cheryl A. Beckman
Cheryl A. Beckman,

Vice President, Global Benefits and HR Systems

Member, Employee Benefits Committee (Plan
Administrator)

EXHIBIT INDEX

Exhibit No.	Description
23	Consent of Independent Registered Public Accounting Firm