



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 27, 2016, the Compensation Committee (the "Compensation Committee") of the Board of Directors (the "Board") of Brown-Forman Corporation (the "Company") approved forms of equity award agreements to be used under the Company's 2013 Omnibus Compensation Plan, which are filed as Exhibit 10.1 (Form of Employee Stock-Settled Stock Appreciation Right Award Agreement ), Exhibit 10.2 (Form of Performance-Based Restricted Stock Unit Award Agreement (Class A)) and Exhibit 10.3 (Form of Performance-Based Restricted Stock Unit Award Agreement (Class B)) hereto.

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

On July 28, 2016, the Company held its 2016 Annual Meeting of Stockholders (the "Annual Meeting"). The matters submitted to a vote of the Class A common stockholders at the Annual Meeting and the voting results of such matters are as follows:

#### Election of Directors

The Company's Class A common stockholders elected each of the director nominees proposed by the Company's Board of Directors to serve until the next Annual Meeting of Stockholders or until such director's successor is duly elected and qualified. The following is a breakdown of the voting results:

| Name of Nominee           | For        | Against   | Abstain   | Broker Non-Votes |
|---------------------------|------------|-----------|-----------|------------------|
| Patrick Bousquet-Chavanne | 77,219,380 | 254,160   | 35,254    | 3,322,749        |
| Campbell P. Brown         | 76,146,780 | 1,297,771 | 64,243    | 3,322,749        |
| Geo. Garvin Brown IV      | 76,007,408 | 1,437,539 | 63,847    | 3,322,749        |
| Stuart R. Brown           | 76,277,499 | 1,167,379 | 63,916    | 3,322,749        |
| Bruce L. Byrnes           | 77,078,273 | 362,612   | 67,909    | 3,322,749        |
| John D. Cook              | 76,931,977 | 507,557   | 69,260    | 3,322,749        |
| Marshall B. Farrer        | 76,113,221 | 1,327,869 | 67,704    | 3,322,749        |
| Laura L. Frazier          | 74,800,560 | 1,196,222 | 1,512,012 | 3,322,749        |
| Augusta Brown Holland     | 76,257,291 | 1,181,875 | 69,628    | 3,322,749        |
| Michael J. Roney          | 77,369,592 | 104,709   | 34,493    | 3,322,749        |
| Michael A. Todman         | 76,966,118 | 507,374   | 35,302    | 3,322,749        |
| Paul C. Varga             | 76,241,328 | 1,200,725 | 66,741    | 3,322,749        |

#### Amendment to Restated Certificate of Incorporation

At the Annual Meeting, the Company's Class A common stockholders also approved an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of the Company's Class A common stock. The following is a breakdown of the voting results:

| For        | Against   | Abstain |
|------------|-----------|---------|
| 78,645,397 | 2,121,517 | 64,629  |

Item 7.01 Regulation FD Disclosure.

On July 28, 2016, the Company issued a press release commenting on its fiscal 2016 performance and announcing that at its Annual Meeting the Company's Class A common stockholders elected directors for the coming year and approved an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of the Company's Class A common stock. A copy of this press release is attached hereto as Exhibit 99.1.

The information furnished pursuant to this Item 7.01 (and the related information in Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), as amended, and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

|      |   |
|------|---|
| 10.1 | Form of Employee Stock-Settled Stock Appreciation Right Award Agreement   |
| 10.2 | Form of Performance-Based Restricted Stock Unit Award Agreement (Class A) |
| 10.3 | Form of Performance-Based Restricted Stock Unit Award Agreement (Class B) |
| 99.1 | Brown-Forman Corporation Press Release dated July 28, 2016.               |

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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  
(Registrant)

Date: August 1, 2016 /s/ Michael E. Carr, Jr.  
Michael E. Carr, Jr.  
Vice President, Managing Attorney and Assistant Corporate Secretary

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