

BROWN FORMAN CORP
Form SC 13G/A
February 14, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 9)

BROWN-FORMAN CORPORATION

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

115637-10-0

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

Rule 13d-1(b)

Rule 13d-1(c)

“ Rule 13d-1(d)

CUSIP NO. 115637-10-0

(1) Names of reporting persons

I.R.S. Identification Nos. of above persons (entities only)

Geo. Garvin Brown IV

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or Place of Organization

United States of America

(5) Sole voting power

Number of

shares 1,369,222
(6) Shared voting power

beneficially

owned by 3,969,627
each (7) Sole dispositive power

reporting

person 1,369,222
(8) Shared dispositive power

with:

3,969,627

(9) Aggregate amount beneficially owned by each reporting person

5,338,849

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).

N/A

(11) Percent of class represented by amount in Row (9)

6.3%

(12) Type of reporting person (see instructions)

IN

CUSIP NO. 115637-10-0

(1) Names of reporting persons

I.R.S. Identification Nos. of above persons (entities only)

Campbell P. Brown

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or Place of Organization

United States of America

(5) Sole voting power

Number of

shares 1,477,367
(6) Shared voting power

beneficially

owned by 3,982,160
each (7) Sole dispositive power

reporting

person 1,477,367
(8) Shared dispositive power

with:

3,982,160

(9) Aggregate amount beneficially owned by each reporting person

5,459,527

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).

N/A

(11) Percent of class represented by amount in Row (9)

6.5%

(12) Type of reporting person (see instructions)

IN

Item 1(a) and 1(b). Name of Issuer and Address of Issuer's Principal Executive Offices

Brown-Forman Corporation

850 Dixie Highway

Louisville, Kentucky 40210

Item 2.

a) Names of persons filing:

Geo. Garvin Brown IV

Campbell P. Brown

b) Principal business addresses of reporting persons:

Geo. Garvin Brown IV

850 Dixie Highway

Louisville, Kentucky 40210

Campbell P. Brown

850 Dixie Highway

Louisville, Kentucky 40210

c) Citizenship: Each of the reporting persons is a citizen of the United States of America.

d) Title of class of securities: Brown-Forman Corporation Class A Common Stock

e) CUSIP No.: 0115637-10-0

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

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- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).

- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) " Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Geo. Garvin Brown IV and Campbell P. Brown have agreed in principle to act together for the purpose of holding and voting certain equity securities of the issuer, through the formation of CBGB-2 Limited Partnership, a Kentucky limited partnership. Each reporting person may be deemed to have acquired beneficial ownership of the equity securities of the issuer beneficially owned by the other reporting person. As of December 31, 2013, the aggregate beneficial ownership of the Geo. Garvin Brown IV and Campbell P. Brown group is 6,834,820 shares of Class A Common Stock, or 8.1% of the issued and outstanding Class A Common Stock of the issuer.

The number of shares of Class A Common Stock beneficially owned by each reporting person as of December 31, 2013 is as follows:

Geo. Garvin Brown IV:

| | |
|--------------------------|-----------|
| (a) Beneficially Owned | 5,338,849 |
| (b) Percent of Class | 6.3% |
| (c) Sole Voting Power | 1,369,222 |
| Shared Voting Power | 3,969,627 |
| Sole Disposition Power | 1,369,222 |
| Shared Disposition Power | 3,969,627 |

Campbell P. Brown:

| | |
|--------------------------|-----------|
| (a) Beneficially Owned | 5,459,527 |
| (b) Percent of Class | 6.5% |
| (c) Sole Voting Power | 1,477,367 |
| Shared Voting Power | 3,982,160 |
| Sole Disposition Power | 1,477,367 |
| Shared Disposition Power | 3,982,160 |

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The reporting persons have agreed in principle to act together for the purpose of holding and voting certain equity securities of the issuer, through their formation of CBGB-2 Limited Partnership, a Kentucky limited partnership (the LP). The LP holds in the aggregate 3,963,535 shares (the LP Shares), or 4.7%, of the issued and outstanding Class A Common Stock of the issuer. The LP has the right to receive the dividends and the proceeds of sale from the LP Shares.

Other persons have the right to receive the dividends and the proceeds of sale from certain of the shares for which the undersigned have shared voting and dispositional control.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

See Item 2.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2014

/s/ George Garvin Brown IV
Geo. Garvin Brown IV

/s/ Campbell P. Brown
Campbell P. Brown

AGREEMENT AMONG REPORTING PERSONS

The undersigned hereby agree as follows:

1. Each of them is individually eligible to use the Schedule 13G, as amended, to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
2. Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but neither of them is responsible for the completeness or accuracy of the information concerning the other person making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 13, 2014

/s/ Geo. Garvin Brown IV
Geo. Garvin Brown IV

/s/ Campbell P. Brown
Campbell P. Brown