

# FORTUNE BRANDS HOME & SECURITY, INC.

## FORM 8-K (Current report filing)

Filed 09/02/11 for the Period Ending 09/02/11

Address	520 LAKE COOK ROAD DEERFIELD, IL 60015
Telephone	8474844400
CIK	0001519751
SIC Code	1520 - General Building Contractors-Residential Buildings
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) September 2, 2011

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**Fortune Brands Home & Security, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-35166**  
(Commission  
File Number)

**62-1411546**  
(I.R.S. Employer  
Identification No.)

**520 Lake Cook Road**  
**Deerfield, IL 60015**  
(Address of principal executive offices)  
(Zip Code)

**(847) 484-4400**  
Registrant's telephone number,  
including area code

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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))
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**Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans**

Due to the anticipated spin-off of Fortune Brands Home & Security, Inc. ("FBHS") from Fortune Brands, Inc. ("Fortune Brands"), a blackout period is expected to begin on October 4, 2011 and is expected to end on or before October 7, 2011 (the "Blackout Period") with respect to FBHS common stock for participants in the Fortune Brands Retirement Savings Plan, the Fortune Brands Hourly Employee Retirement Savings Plan and the Fortune Brands Home & Security Retirement Savings Plan (collectively, the "Plans"). During the Blackout Period, participants will be temporarily unable to transfer any portion of their account balances either into or out of the Fortune Brands or FBHS company stock funds available under the Plans and will be unable to receive a loan or distribution of that portion of their account balances.

As a result of the foregoing, on September 2, 2011, FBHS sent a notice to its directors and executive officers informing them that a blackout period with respect to directors and executive officers is expected to be in effect beginning on October 4, 2011 and ending on October 7, 2011, during which period they will be prohibited from engaging in transactions in equity securities of FBHS (the "Notice"). In the Notice, FBHS designated Lauren Tashma at 520 Lake Cook Road, Deerfield, IL 60015 or (847) 484-4443 to respond to inquiries about the blackout period.

The Notice was provided to the directors and executive officers of FBHS pursuant to the requirements of Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of the Securities and Exchange Commission's Regulation BTR. A copy of the Notice is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Important Notice to Directors and Executive Officers of Fortune Brands Home & Security, Inc. Concerning Sarbanes-Oxley Act Trading Restrictions, dated September 2, 2011

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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.

**FORTUNE BRANDS HOME & SECURITY, INC.**

Date: September 2, 2011

By: /s/ Lauren S. Tashma

Name: Lauren S. Tashma

Title: Assistant Secretary

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## Exhibit Index

Exhibit  
Number

Description

99.1

Important Notice to Directors and Executive Officers of Fortune Brands Home & Security, Inc. Concerning Sarbanes-Oxley Act Trading Restrictions, dated September 2, 2011



**Important Notice to Directors and Executive Officers of  
Fortune Brands Home & Security, Inc.  
Concerning Sarbanes-Oxley Act Insider Trading Restrictions**

**September 2, 2011**

This notice is being sent to you because you are, or you are expected to become, a director or executive officer of Fortune Brands Home & Security, Inc. ("FBHS"). If you are also a director or executive officer of Fortune Brands, Inc. ("Fortune Brands"), you will receive a similar notice from Fortune Brands.

As you are aware, on October 3, 2011, Fortune Brands will spin-off FBHS and, following the spin-off, Fortune Brands will change its name to Beam Inc. As a result of the spin-off, the Fortune Brands Retirement Savings Plan and the Fortune Brands Hourly Employee Retirement Savings Plan will continue to hold shares of Fortune Brands common stock and will also hold shares of FBHS common stock. In addition, effective October 4, 2011, a new plan, to be called the Fortune Brands Home & Security Retirement Savings Plan, will be established for employees of FBHS and its affiliates, and those employees' accounts under the Fortune Brands Retirement Savings Plan will be transferred to this new plan.

In connection with the spin-off, participants and beneficiaries in all three of these plans (individually, a "Plan" and collectively, the "Plans") temporarily will be unable to transfer any portion of their account balances either into or out of the Fortune Brands or FBHS company stock funds available under the Plans. Moreover, Plan participants and beneficiaries with all or a portion of their account balances invested in these stock funds will be temporarily unable to receive a loan or distribution of that portion of their account balances.

This short-term period during which Plan participants and beneficiaries will be unable to exercise these rights with respect to FBHS common stock will qualify as a "blackout period" under the Sarbanes-Oxley Act, and therefore will require us also to prohibit the directors and executive officers of FBHS from trading in common stock and other equity securities of FBHS during this period.

The blackout period will apply to FBHS common stock during the period beginning on October 4, 2011, and is expected to end on or before October 7, 2011. During this period, you can determine whether the blackout period has started or ended by calling Lauren Tashma at (847) 484-4443.

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During the blackout period you will not be permitted to purchase, sell or otherwise acquire or transfer, directly or indirectly, any shares of FBHS common stock or any other equity securities of FBHS to the extent those shares or equity securities are, or were, acquired in connection with your service or employment as a director or executive officer of FBHS (with certain narrow exceptions). For example, you will be prohibited from:

- transferring your own Plan account into or out of FBHS common stock,
- buying or selling shares of FBHS common stock on the open market, and
- exercising FBHS stock options.

In addition, you are subject to company policies on “Short Swing” profit recovery under Section 16 and insider trading as set forth in memos previously provided to you.

If you engage in a transaction that violates these rules, you may be required to disgorge any profits realized from such transaction and you will be subject to civil and criminal penalties. Accordingly, we strongly urge you to refrain from, directly or indirectly, engaging in such transactions during the blackout period.

If you have any questions concerning this notice or whether certain transactions are subject to this prohibition, you should contact Lauren Tashma at Fortune Brands, Inc., 520 Lake Cook Road, Deerfield, IL 60015, (847) 484-4443.