

FORTUNE BRANDS INC  
Form 8-K/A  
October 12, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K/A**

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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): October 12, 2005 (July 27, 2005)**

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**FORTUNE BRANDS, INC.**

(Exact Name of Registrant as Specified in Charter)

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

**1-9076**  
(Commission File Number)

**13-3295276**  
(IRS Employer

Identification No.)

**300 Tower Parkway**  
**Lincolnshire, IL 60069**

(Address of Principal Executive Offices) (Zip Code)

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

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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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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**INFORMATION TO BE INCLUDED IN THE REPORT**

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

This Form 8-K/A amends Item 9.01 of the Current Report on Form 8-K filed by Fortune Brands, Inc. (the Company ) on August 2, 2005 (the August Form 8-K ), regarding the completion of the acquisition of certain Purchased Assets described in the August Form 8-K. This amendment provides the audited historical financial statements of the businesses acquired as required by Item 9.01(a) and the unaudited pro forma financial information required by Item 9.01(b), which financial statements and information were not included in the August Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Business Acquired.

The audited Combined Statement of Net Assets to be Sold of the Allied/Fortune Assets as of July 25, 2005 and August 31, 2004 and the related Combined Statements of Revenues and Direct Expenses for the ten months and 25 day period ended July 25, 2005 and the years ended August 31, 2004 and 2003, and the accompanying notes thereto (the Allied/Fortune Financial Statements ).

Report of Independent Auditors on the Allied/Fortune Financial Statements.

(b) Pro Forma Financial Information.

Unaudited Pro Forma Combined Balance Sheet of the Company as of June 30, 2005 and Condensed Combined Statements of Income for the six month period ended June 30, 2005 and year ended December 31, 2004 and the accompanying notes thereto (the Pro Forma Financial Information ).

Introduction to the Pro Forma Financial Information.

(d) Exhibits.

23 Consent of Independent Public Accounting Firm.

99.1 Unaudited pro forma combined financial information for Fortune Brands, Inc.

99.2 Unaudited pro forma financial information of the brands and assets acquired by Fortune Brands from Pernod Ricard S.A. which were purchased from Allied Domecq Plc ( Allied/Fortune Assets ). This does not include the brands and associated assets of Larios gin purchased directly from Pernod Ricard which were deemed immaterial.



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**Exhibit Index**

| <u>Exhibit<br/>Number</u> | <u>Description</u>  |      |
|---------------------------|---|------|
| 23                        | Consent of Independent Public Accounting Firm   |      |
| 99.1                      | Unaudited pro forma combined financial information for Fortune Brands, Inc.   |      |
|                           | Introduction to Pro Forma Combined Financial Information  | F-1  |
|                           | Unaudited Pro Forma Combined Balance Sheet of Fortune Brands, Inc. as of June 30, 2005  | F-4  |
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|                           | Notes to the Pro Forma Combined Statement of Income and Balance Sheet of Fortune Brands, Inc.   | F-8  |
| 99.2                      | Unaudited pro forma financial information of the brands and assets acquired by Fortune Brands from Pernod Ricard S.A. which were purchased from Allied Domecq Plc ( Allied/Fortune Assets ). This does not include the brands and associated assets of Larios gin purchased directly from Pernod Ricard which were deemed immaterial. |      |
|                           | Report of Independent Auditors  | F-12 |
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**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/ Craig P. Omtvedt          

Name: Craig P. Omtvedt  
Title: Senior Vice President and  
Chief Financial Officer

Date: October 12, 2005