

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Fink Nicholas I.</u>  (Last) (First) (Middle) FORTUNE BRANDS INNOVATIONS, INC. 520 LAKE COOK ROAD  (Street) DEERFIELD IL 60015  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fortune Brands Innovations, Inc. [ FBIN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01	05/06/2022		G	V	1,476	D	\$0.00	90,639 <sup>(1)(2)</sup>	D	
Common Stock, Par Value \$0.01	12/15/2022		A <sup>(3)</sup>		209,258	A	\$0.00	305,973 <sup>(4)</sup>	D	
Common Stock, Par Value \$0.01	05/06/2022		G	V	1,476	A	\$0.00	2,416	I	Held by trusts for the benefit of heirs
Common Stock, Par Value \$0.01								31,320 <sup>(2)</sup>	I	Held by grantor retained annuity trust for the benefit of heirs

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options (Right to Buy)	\$44.27 <sup>(5)</sup>							02/28/2017	02/28/2026	Common Stock	31,314 <sup>(5)</sup>		31,314	D	
Options (Right to Buy)	\$51.31 <sup>(5)</sup>							02/28/2018	02/27/2027	Common Stock	30,930 <sup>(5)</sup>		30,930	D	
Options (Right to Buy)	\$55.98 <sup>(5)</sup>							02/28/2019	02/26/2028	Common Stock	32,074 <sup>(5)</sup>		32,074	D	
Options (Right to Buy)	\$41.42 <sup>(5)</sup>							03/05/2020	03/05/2029	Common Stock	75,977 <sup>(5)</sup>		75,977	D	
Options (Right to Buy)	\$61.12 <sup>(5)</sup>							02/28/2021	02/24/2030	Common Stock	111,463 <sup>(5)</sup>		111,463	D	
Options (Right to Buy)	\$76.63 <sup>(5)</sup>							02/28/2022	02/22/2031	Common Stock	71,056 <sup>(5)</sup>		71,056	D	
Options (Right to Buy)	\$73.22 <sup>(5)</sup>							12/07/2022	12/07/2030	Common Stock	24,784 <sup>(5)</sup>		24,784	D	
Options (Right to Buy)	\$76.6 <sup>(5)</sup>							02/28/2023	02/28/2032	Common Stock	78,184 <sup>(5)</sup>		78,184	D	

Explanation of Responses:

1. Included a total of 45,137 restricted stock units that had not yet vested.
2. On April 29, 2022, Mr. Fink contributed 31,320 shares of the issuer's common stock to a grantor retained annuity trust for the benefit of his heirs, of which Mr. Fink is the Trustee.
3. Reflects the grant of restricted stock units ("RSUs") payable in shares of the issuer's common stock under its Long-Term Incentive Plans. Pursuant to the Employee Matters Agreement between the issuer and MasterBrand, Inc. dated December 14, 2022 (the "EMA"), in connection with the spin-off of MasterBrand, Inc. from the issuer, each performance share award held by the reporting person immediately before the Spin-Off has been replaced with an RSU award. The number of RSUs granted was based on the number of performance share awards that would have been earned based on projected performance through the end of the performance period. The RSUs vest at the end of the applicable performance period of the corresponding performance share award and are subject to continued employment through the original vesting date.
4. Includes a total of 260,471 RSUs that have not yet vested or settled. Pursuant to the terms of the EMA, each RSU held by the reporting person immediately before the Spin-Off has been adjusted using a conversion ratio as defined in the EMA. Each adjusted RSU otherwise has substantially the same terms and conditions and shall continue to vest subject to continued employment with the issuer through the original vesting dates. Such adjustment is exempt from Section 16 of the Securities Exchange Act of 1934, as amended ("Exchange Act") pursuant to Rule 16a-9.
5. Pursuant to the EMA, the strike price and the number of underlying shares of each unvested and vested but unexercised stock option held by the reporting person immediately before the Spin-Off was adjusted to preserve the intrinsic value of such award following the Spin-Off. Each adjusted option otherwise has substantially the same terms and conditions and shall continue to vest subject to continued employment with the issuer through the original vesting dates. Such adjustment is exempt from Section 16 of the Exchange Act pursuant to Rule 16a-9.

**Remarks:**

/s/ Angela M. Pla, Attorney-in-  
Fact for Nicholas I. Fink      12/19/2022

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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