

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

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

Date of Report (Date of earliest event reported): March 16, 2026

FORTUNE BRANDS INNOVATIONS, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-35166
(Commission
File Number)

62-1411546
(IRS Employer
Identification No.)

**1 Horizon Way
Building N
Deerfield, Illinois**
(Address of Principal Executive Offices)

60015-3888
(Zip Code)

Registrant's Telephone Number, Including Area Code: 847 484-4400

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

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	FBIN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On March 16, 2026, Fortune Brands Innovations, Inc. (the “Company”) announced that the Board of Directors of the Company (the “Board”) has launched a comprehensive search process to identify the Company’s next Chief Executive Officer and Mr. Amit Banati will not assume the role of Chief Executive Officer. The Board appointed Mr. David Barry as Chief Executive Officer of the Company on an interim basis (“Interim CEO”) until a permanent successor is identified. Mr. Barry will succeed Mr. Nicholas Fink who accelerated his previously planned departure from the Company and has resigned. The Company also announced that Mr. Banati submitted his resignation as a member of the Board. In addition, Ms. Susan S. Kilsby returned to her role as Non-Executive Chair of the Board. The Company also announced that Mr. Jonathan H. Baksht, Executive Vice President and Chief Financial Officer of the Company, would depart from the Company and that Ms. Ashley George, the Company’s current CFO & SVP Business Unit Finance, will serve as Chief Financial Officer on an interim basis (“Interim CFO”) until a permanent successor is identified. Each of the foregoing were effective as of March 16, 2026.

Mr. Barry, age 44, has served as President of Security and Connected Products since January 2025. Mr. Barry also served as Executive Vice President and Chief Financial Officer from March 2023 until May 2025. Prior to that, he served as Senior Vice President of Finance and Investor Relations of the Company from April 2021 until March 2023. He served as Senior Vice President and Chief Financial Officer of the Global Plumbing Group, the Company’s water segment, from December 2017 to March 2021. He joined the Global Plumbing Group in July 2015 as senior director of financial planning and analysis, strategic planning and business development until he was promoted to Vice President of Finance in February 2017. Prior to his time at the Company, Mr. Barry held various senior financial roles at J.M. Huber Corporation and Angelo, Gordon & Co. Mr. Barry obtained a Masters in Business Administration from the Tuck School of Business at Dartmouth and a Bachelor of Arts from Davidson College.

Ms. George, age 47, has served as CFO & SVP Business Unit Finance since March 2023. Prior to that, she served as CFO and SVP Finance for the Global Plumbing Group from July 2021 through March 2023. Ms. George served as a Vice President, Finance for Moen Americas from September 2019 through July 2021, and as a Vice President of Finance from June 2018 through September 2019. Prior to joining the Company, Ms. George held various senior financial roles at Kimberly-Clark. Ms. George obtained a Masters in Business Administration from Southern Methodist University and a Bachelor of Science from Penn State University.

Mr. Fink’s and Mr. Banati’s decisions to resign are not as a result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. There are no arrangements or understandings between Mr. Barry or Ms. George and any other persons pursuant to which they were selected as an officer of the Company. There are no family relationships between Mr. Barry or Ms. George and any director or executive officer of the Company and there are no transactions involving the Company that would be required to report pursuant to Item 404(a) of Regulation S-K.

In connection with Mr. Barry’s appointment as Interim CEO, Mr. Barry’s compensation will consist of: (1) an \$18,000 monthly stipend, in addition to his current salary of \$685,000 per year; (2) an annual bonus target of 140% of his annual base salary applied for the months Mr. Barry serves as interim CEO, in addition to his current annual bonus target of 85% of his annual base salary applied for the other months of the year in which he is not serving as Interim CEO of the Company and (3) his current long-term incentive compensation award of up to \$1,665,000. Mr. Barry is also eligible to enter into the Company’s Form of Agreement for the Payment of Benefits Following Termination of Employment, which has previously been filed with the Company’s Annual Report on Form 10-K for the year ended December 27, 2025, except that during his tenure as Interim CEO, Mr. Barry’s severance multiple will be two in the case of a qualifying termination, increased to three in the event of a qualifying termination following a change of control.

In connection with Ms. George’s appointment as Interim CFO, Ms. George’s compensation will consist of: (1) a \$15,000 monthly stipend in addition to her current salary of \$387,130; (2) an annual bonus target of 85% of her annual base salary applied for the months Ms. George serves as Interim CFO of the Company, in addition to her current annual bonus target of 50% of her annual base salary applied for the other months of the year in which she is not serving as Interim CFO of the Company; and (3) a one-time \$150,000 cash retention award, in addition to her current long-term incentive compensation award of up to \$275,000.

Upon his departure, Mr. Banati will receive “Make Whole Compensation” in the form of a one-time cash payment of \$18,355,000, consisting of (1) a one-time cash award of \$8,000,000; (2) an accelerated vesting of \$6,000,000 in long-term incentive awards in restricted stock units; (3) cash payments with respect to the forfeiture of compensation from his current employer and (4) cash to cover certain medical and dental benefits.

Mr. Baksht will be eligible to receive benefits upon his departure generally consistent with the terms of the Company's severance agreement as disclosed in the Company's Proxy Statement filed with the Securities and Exchange Commission on March 31, 2025.

Item 7.01 Regulation FD Disclosure.

A copy of the Company's press release issued by the Company on March 16, 2026 is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated herein by reference.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities under that section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 16, 2026, issued by Fortune Brands Innovations, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 INNOVATIONS, INC.

Date: March 16, 2026

By: /s/ Hiranda Donoghue
Name: Hiranda Donoghue
Title: EVP, Chief Legal Officer and Corporate Secretary



Fortune Brands Announces Governance and Leadership Updates

Company Initiates Comprehensive CEO Search Process

David Barry Appointed Interim CEO

Ed Garden Appointed to Board of Directors

Company to Include Proposal in Proxy Statement to Eliminate Classification of the Board

DEERFIELD, Ill. – March 16, 2026 – Fortune Brands Innovations, Inc. (NYSE: FBIN or “Fortune Brands” or the “Company”), today announced a series of governance and leadership updates:

- The Board has launched a comprehensive search process, with the assistance of a leading executive search firm, to identify the Company’s next Chief Executive Officer;
- Amit Banati has decided to step aside and will no longer assume the role of CEO in May. He has also stepped down from the Board;
- David Barry, President of Security and Connected Products, has been appointed to serve as Interim CEO, effective immediately. Nicholas Fink has accelerated his planned departure from the Company; and
- The Board has appointed Ed Garden, Founding Partner and CEO of Garden Investments, as a director in connection with a cooperation agreement entered into with Garden Investments (the “Cooperation Agreement”). Mr. Garden will join the Board’s Compensation Committee and Nominating and Governance Committee.

Leadership Transition

“I want to thank Amit. The Board asked him to step in as CEO and use his proven skills and familiarity with Fortune Brands to accelerate change. In dialogue with certain shareholders, we have now decided to commence a comprehensive search process, with the assistance of a leading executive search firm to identify the next CEO of Fortune Brands, and Amit has decided to step aside. We greatly appreciate Amit for all he has done for Fortune Brands over the past six years — his commitment to serving shareholders has never wavered. He is an incredible leader and operator, and we wish him all the best,” said Susan Saltzbarb Kilsby, Chair of the Board of Fortune Brands.

“In the interim period, Dave Barry, who was CFO until 2025 and more recently served as President of Security and Connected Products, will help guide us forward and maintain the continuity we need to continue to deliver for our customers and all of our stakeholders. Dave has been at the Company for over a decade in a variety of roles and he is the ideal executive to lead us through this interim period.”

Mr. Banati said, “My time on the Fortune Brands Board has given me a deep appreciation for the strength of this Company and the talented people across the organization who are dedicated to high quality products and superior customer service. I wish the Fortune Brands Board, management and employees all the best moving forward.”

Board and Governance Updates

Ms. Kilsby continued, “We welcome Ed Garden to the Board and look forward to working together as the Board elects its new CEO and helps Fortune Brands sharpen its operational focus and build on the foundation already in place. We are confident that his expertise will be a valuable addition to the Board as we continue driving transformation across the business while navigating the headwinds affecting the industry.”

Ed Garden, Founding Partner and CEO of Garden Investments, said, “Fortune Brands is a company with incredible brands, advantaged market positions, and significant long-term potential. I’ve appreciated the constructive dialogue with the Board and it is clear that we share a common goal of delivering stronger performance and unlocking substantial value for all shareholders.”

The proxy statement will contain a Company proposal that shareholders approve amendments to the Company’s Amended and Restated Certificate of Incorporation to eliminate the classification of the Board of Directors.

The Cooperation Agreement with Garden Investments will be filed in a Current Report on Form 8-K with the U.S. Securities and Exchange Commission.

CFO Transition

Jonathan Baksht, Chief Financial Officer, has stepped down, effective immediately. Ashley George, the Company’s SVP of Finance and Business Unit CFO, has been appointed to serve as Interim CFO until a permanent successor is identified.

Ms. Kilsby concluded, “I would also like to thank Jon for his contributions to Fortune Brands. Ashley has extensive experience across our Company’s financial operations, including overseeing FP&A, supply chain functions and commercial functions, and will bring a deep understanding of our global business as Interim CFO.”

Full-Year 2026 Outlook

As Mr. Barry and the management team continue to review the business, it is anticipated that management will provide an update on the Company's full-year 2026 outlook on the first quarter earnings call. While macroeconomic and geopolitical headwinds have intensified, the financial and operational fundamentals of Fortune Brands remain strong, and the Company is well positioned to capitalize on the opportunities ahead as the industry recovers.

Today's leadership updates are not the result of any disagreements with the Company on any matter relating to the Company's operations, finances, policies, or practices, including accounting principles and financial disclosures.

Advisors

Goldman Sachs & Co. LLC, Jefferies LLC and Consello are serving as financial advisors to Fortune Brands. Wachtell, Lipton, Rosen & Katz is serving as legal advisor. Collected Strategies is serving as strategic communications advisor.

LDG Advisory is serving as strategic advisor, and Willkie Farr & Gallagher LLP is serving as legal advisor to Garden Investments.

About Fortune Brands Innovations

Fortune Brands Innovations, Inc. (NYSE: FBIN) is an industry-leading home, security and digital products company whose purpose is to elevate every life by transforming spaces into havens. The Company makes innovative products for residential and commercial environments, with a growing focus on digital solutions and products that add luxury, contribute to safety and enhance sustainability. The Company's trusted brands include Moen, House of Rohl, Aqualisa, SpringWell, Therma-Tru, Larson, Fiberon, Master Lock, SentrySafe and Yale residential. Learn more at www.fbin.com.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements that are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include all statements that are not historical statements of fact and those regarding our intent, belief or expectations for our business, operations, financial performance or financial condition, including any earnings guidance or projections of the Company, projected revenue or expense synergies, in addition to statements regarding expected impacts from organizational and leadership changes, our expectations for the markets in which we operate, general business strategies, the market potential of our brands, and other matters that are not historical in nature. Statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "plans," "outlook,"

“positioned,” “confident,” “opportunity,” “focus,” “on track” and similar expressions or future or conditional verbs such as “will,” “should,” “would,” “may,” and “could” are generally forward-looking in nature and not historical facts. Where, in any forward-looking statement, we express an expectation or belief as to future results or events, such expectation or belief is based on current expectations, estimates, assumptions and projections of our management about our industry, business and future financial results, available at the time this press release is issued. Although we believe that these statements are based on reasonable assumptions, they are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those indicated in such statements. These and other factors are discussed in Part I, Item 1A “Risk Factors” of our Annual Report on Form 10-K for the year ended December 27, 2025 and our other filings with the Securities and Exchange Commission. We undertake no obligation to, and expressly disclaim any such obligation to, update or clarify any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events, new information or changes to future results over time or otherwise, except as required by law.

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