

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 06, 2023

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.)

520 Lake Cook Road  
Deerfield, Illinois  
(Address of Principal Executive Offices)

60015-5611  
(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.**

(d) On March 6, 2023, the Board of Directors of Fortune Brands Innovations, Inc. (the "Company") increased the size of the Board from ten to eleven directors and elected Stephanie Pugliese as a Class III member of the Board, each effective immediately. Ms. Pugliese will serve on the Board for a term continuing until the Company's 2023 Annual Meeting of Stockholders. The Board of Directors also appointed Ms. Pugliese to serve as a member of the Audit Committee and the Nominating, Environmental, Social and Governance Committee.

The Board determined that Ms. Pugliese is independent under the rules of the New York Stock Exchange. There are no arrangements or understandings between Ms. Pugliese and any other persons regarding her appointment to the Board of Directors. There are no family relationships between Ms. Pugliese and any director or executive officer and Ms. Pugliese is not a party to any transactions with the Company for which disclosure is required under Item 404(a) of Regulation S-K. Ms. Pugliese will participate in the compensation program for non-employee directors described in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on March 21, 2022.

Ms. Pugliese served as President of Americas at Under Armour, Inc., a global sportswear brand, from September 2019 to March 2023. From November 2015 to September 2019, Ms. Pugliese served as President and Chief Executive Officer and as a Board Member at Duluth Holdings, Inc., a U.S. retailer of casual wear, workwear and accessories. She held various roles of increasing responsibility at Duluth Holdings from 2008. Ms. Pugliese currently serves as a member of the Board of Directors of Cooper's Hawk Winery and Restaurants, a privately held restaurant company. She also serves on the Advisory Board of the Women in Retail Leadership Circle, an organization that provides mentorship and networking opportunities to women to help them advance in their careers. She holds a B.S. in Business from New York University.

**Item 7.01 Regulation FD Disclosure.**

On March 6, 2023, the Company issued a press release announcing Ms. Pugliese's election to the Board of Directors. The press release is furnished as Exhibit No. 99.1 to this Current Report on Form 8-K and is incorporated herein by reference under this Item 7.01.

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

Exhibit No.	Description
99.1	<a href="#">Press release dated March 6, 2023 issued by Fortune Brands Innovations, Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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 INNOVATIONS, INC.

Date: March 7, 2023

By: /s/ Hiranda S. Donoghue

Hiranda S. Donoghue

Executive Vice President, Chief Legal Officer and  
Corporate Secretary

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## **Fortune Brands Elects Stephanie Pugliese to Board of Directors**

**DEERFIELD, Ill** – March 6, 2023 – Fortune Brands Innovations, Inc. (NYSE: FBIN or “Fortune Brands” or the “Company”), an industry-leading home, security and commercial building products company, today announced it has elected Stephanie Pugliese as a Class III member of the Board of Directors, for a term expiring at the Company's 2023 Annual Meeting of Stockholders.

“Stephanie is an experienced leader with keen commercial acumen, strategic vision and a proven track record of working with strong consumer brands,” said Fortune Brands Chief Executive Officer Nicholas Fink. “We are so happy to have Stephanie join our Board, as her tremendous history of success in building brands and driving innovation through both legacy as well as digital and ecommerce models is well-matched with Fortune Brands’ digital transformation and focus on brands, innovation and channel management.”

Pugliese served as President of Americas at Under Armour, Inc., a global sportswear brand, from September 2019 to March 2023. Prior to that, Pugliese spent eleven years at Duluth Holdings, Inc., a U.S. retailer of casual wear, workwear and accessories, most recently serving as President and Chief Executive Officer and as a Board Member from November 2015 to September 2019. She joined Duluth in 2008 and took on roles of increasing responsibility, including President and Chief Operating Officer, President and Chief Merchandising Officer, Senior Vice President and Chief Merchant Officer, and Vice President of Product Development and Merchandising. Prior to joining Duluth, Pugliese’s career included working as Vice President and General Merchandise Manager at Lands’ End, Inc., a men’s, women’s and children’s apparel and accessories company, and Vice President of Merchandising at Ann Inc., a women’s apparel company.

Pugliese currently serves as a member of the Board of Directors of Cooper’s Hawk Winery and Restaurants, a privately held restaurant company. She also serves on the Advisory Board of the Women in Retail Leadership Circle, an organization that provides mentorship and networking opportunities to women to help them advance in their careers. Pugliese holds a B.S. in Business from New York University.

Pugliese’s appointment reflects the Board’s commitment to bring in members with diverse backgrounds and experiences to better reflect the people within the company and its communities.

### **About Fortune Brands Innovations**

Fortune Brands Innovations, Inc. (NYSE: FBIN), headquartered in Deerfield, Ill., is a brand, innovation and channel leader focused on exciting, supercharged categories in the home products, security and

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commercial building markets. The Company's growing portfolio of brands includes Moen, House of Rohl, Aqualisa, Therma-Tru, Larson, Fiberon, Master Lock and SentrySafe. To learn more about FBIN, its brands and environmental, social and governance (ESG) commitments, visit [www.FBIN.com](http://www.FBIN.com).

Source: Fortune Brands Innovations, Inc.

**INVESTOR CONTACT:**

Leigh Avsec  
847-484-4211  
[Investor.Questions@fbhs.com](mailto:Investor.Questions@fbhs.com)

**MEDIA CONTACT:**

Darwin Minnis  
847-484-4204  
[Media.Relations@fbhs.com](mailto:Media.Relations@fbhs.com)

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