

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Lee John Dong Gu</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)  Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Chief Strategy &amp; Growth</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2022</u>	
	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	12/15/2022		A <sup>(1)</sup>		21,531	A	\$0.00	43,796 <sup>(2)</sup>	D	

**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					
Options (Right to Buy)	\$51.31 <sup>(3)</sup>							02/28/2018	02/27/2027	Common Stock	7,029 <sup>(3)</sup>	7,029	D	
Options (Right to Buy)	\$55.98 <sup>(3)</sup>							02/28/2019	02/26/2028	Common Stock	6,949 <sup>(3)</sup>	6,949	D	
Options (Right to Buy)	\$42.3 <sup>(3)</sup>							02/28/2020	02/21/2029	Common Stock	6,848 <sup>(3)</sup>	6,848	D	
Options (Right to Buy)	\$61.12 <sup>(3)</sup>							02/28/2021	02/24/2030	Common Stock	11,600 <sup>(3)</sup>	11,600	D	
Options (Right to Buy)	\$76.63 <sup>(3)</sup>							02/28/2022	02/22/2031	Common Stock	7,336 <sup>(3)</sup>	7,336	D	
Options (Right to Buy)	\$73.22 <sup>(3)</sup>							12/07/2022	12/07/2030	Common Stock	6,196 <sup>(3)</sup>	6,196	D	
Options (Right to Buy)	\$76.6 <sup>(3)</sup>							02/28/2023	02/28/2032	Common Stock	7,764 <sup>(3)</sup>	7,764	D	

**Explanation of Responses:**

- 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.
- Includes a total of 30,548 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.
- 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 John D. Lee 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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