

**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): December 09, 2022

FORTUNE BRANDS HOME & SECURITY, 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

FORTUNE BRANDS HOME & SECURITY, INC.
(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	FBHS	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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

In connection with the contemplated separation of the Fortune Brands Home & Security, Inc. (the "*Company*") cabinets business into a separate standalone publicly-traded company (the "*Spin-Off*"), the Company delivered to its executive officers and directors (collectively, the "*Covered Persons*") a notice under Rule 104(b)(2)(i) of Regulation BTR, pursuant to which a "blackout" period will be imposed in accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 ("*SOX*") and the Securities and Exchange Commission regulations on December 9, 2022. Beginning at 3:00 PM Central Time on December 13, 2022 and ending during the week of December 19, 2022, the Company will impose a blackout period under the Fortune Brands Home & Security Retirement Savings Plan and the Fortune Brands Home & Security Hourly Employee Retirement Savings Plan (collectively, the "*Plans*"). During the blackout period, participants will be temporarily unable initiate transactions under the Plans involving the Fortune Brands Home & Security Company stock fund. In addition, certain contributions and loan repayments may be delayed until the end of the blackout period. The Company will advise the Covered Persons when the blackout period ends. The blackout period under the Plans is needed in connection with the Spin-Off in order to allow for the allocation of MasterBrand, Inc. stock to Plan participant accounts invested in the Fortune Brands Home & Security Company stock fund.

While the blackout period is in effect, the Covered Persons (and their immediate family members who share their residence) should not, directly or indirectly, engage in any purchase, sale, transfer, acquisition, or disposition of any equity securities of the Company relating to the Company's common stock and any options with respect to any of these stocks. There are limited exclusions and exemptions from this rule. For example, transactions that are executed pursuant to a properly adopted Rule 10b5-1 plan are exempt from the foregoing blackout trading restrictions. Further, the above prohibition is in addition to other restrictions on trading activity that the Company imposes on its executive officers and directors, including under the Company's insider trading policy.

The Company provided the blackout notice to the Covered Persons on December 9, 2022. The blackout notice is filed herewith as Exhibit 99.1. If the Covered Persons have any questions pertaining to the notice or the blackout period, they were directed to contact the Company's Assistant Corporate Secretary.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice pursuant to Rule 104(b)(2)(i) of Regulation BTR
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 HOME & SECURITY, INC.

Date: December 9, 2022

By: /s/ Hiranda S. Donoghue

Hiranda S. Donoghue

Senior Vice President, General Counsel & Secretary

**Important Notice to Directors and Executive Officers of
Fortune Brands Home & Security, Inc.
Concerning the Blackout Period under the
Fortune Brands Home & Security Retirement Savings Plan
And the
Fortune Brands Home & Security Hourly Employee Retirement Savings Plan**

December 9, 2022

On December 14, 2022, Fortune Brands Home & Security, Inc. (the “Company”) intends to spin off MasterBrand, Inc. (“MasterBrand”), the entity which owns the Company’s cabinets business, into a separate standalone publicly-traded company (the “Spin-Off”). In connection with the Spin-Off, at 5:00 PM Central Time on December 14, 2022 (the “Distribution Date”), holders of Company common stock of record as of 5:00 PM, Central Time on December 2, 2022 (the “Record Date”) (which includes the trust for the Fortune Brands Home & Security Retirement Savings Plan and the Fortune Brands Home & Security Hourly Employee Retirement Savings Plan (collectively, the “Plans”) on behalf of participants invested in the Fortune Brands Home & Security Company stock fund in each such Plan (the “Company Funds”), as well as holders of Company common stock acquired after such time through the regular way market) will receive one share of MasterBrand stock for every one share of Company common stock held as of the Record Date.

In order to facilitate the successful allocation of MasterBrand stock to the applicable Plan participant account, the Company will impose a blackout period under the Plans, which is expected to begin at 3:00 PM Central Time on December 13, 2022 and end during the week of December 19, 2022. In connection with this change, there will be a period of time during which participants will be temporarily unable to initiate transactions under the Plans involving the Company Fund. In addition, certain contributions and loan repayments may be delayed until the end of this period.

This short-term period during which participants and beneficiaries in the Plans will be unable to exercise these rights will qualify as a “blackout period” under the Sarbanes-Oxley Act, and therefore will require the Company to also prohibit the Company’s directors and executive officers from trading in Company common stock during this period. Accordingly, during the “blackout period,” you will not be permitted to purchase, sell or otherwise acquire or transfer, directly or indirectly, any shares of Company common stock to the extent such shares are, or were, acquired in connection with your service or employment as a director or executive officer of the Company. For example, you will be prohibited from:

- Transferring your own account in a Plan into or out of shares of Company common stock;
- Buying or selling shares of Company common stock on the open market; and
- Exercising Company stock options.

During this period, you can determine whether the “blackout period” has started or ended by contacting the Assistant Corporate Secretary at Fortune Brands Home & Security, Inc., 520 Lake Cook Road, Suite 300, Deerfield, Illinois 60015 or at (847) 484-4400.

(In addition, you are subject to the Company's insider trading policy that imposes certain other restrictions on your ability to enter into transactions with respect to Company common stock.)

If you engage in a transaction that violates these rules, you may be required to disgorge any profits realized from such transaction and you will be subject to civil and criminal penalties. Accordingly, you must refrain from making any trades in Company common stock during the blackout period, unless an exemption applies.

If you have any questions regarding this notice or whether certain transactions are subject to this prohibition, you should contact the Assistant Corporate Secretary at Fortune Brands Home & Security, Inc., 520 Lake Cook Road, Suite 300, Deerfield, Illinois 60015 or at (847) 484-4400.
