

BROWN FORMAN CORP  
Form SC 13G  
August 10, 2012

# **SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

## **SCHEDULE 13G**

### **(RULE 13D-102)**

**INFORMATION STATEMENT PURSUANT TO RULE 13D-1**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

## **Brown-Forman Corporation**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**115637209**

(CUSIP Number)

**July 31, 2012**

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

CUSIP No. 115637209

Page 1 of 9 Pages

1) Names of Reporting Persons

IRS Identification No. of Above Persons

The PNC Financial Services Group, Inc. 25-1435979

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) "

b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Pennsylvania

5) Sole Voting Power

Number of

Shares 4,330,365

6) Shared Voting Power

Beneficially

Owned By

Each -0-

7) Sole Dispositive Power

Reporting

Person 679,838

8) Shared Dispositive Power

With

4,974,963

9) Aggregate Amount Beneficially Owned by Each Reporting Person

8,857,001\*

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\* See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions "

11) Percent of Class Represented by Amount in Row (9)

10.32

12) Type of Reporting Person (See Instructions)

HC

CUSIP No. 115637209

Page 2 of 9 Pages

1) Names of Reporting Persons

IRS Identification No. of Above Persons

PNC Bancorp, Inc. 51-0326854

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) "

b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

Shares 4,330,365  
6) Shared Voting Power

Beneficially

Owned By

-0-  
Each 7) Sole Dispositive Power

Reporting

Person 679,838  
8) Shared Dispositive Power

With

4,974,963

9) Aggregate Amount Beneficially Owned by Each Reporting Person

8,857,001\*

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\* See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions   "

11) Percent of Class Represented by Amount in Row (9)

10.32

12) Type of Reporting Person (See Instructions)

HC

CUSIP No. 115637209

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1) Names of Reporting Persons

IRS Identification No. of Above Persons

PNC Bank, National Association 22-1146430

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) "

b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

United States

5) Sole Voting Power

Number of

Shares 4,330,365  
6) Shared Voting Power

Beneficially

Owned By

-0-  
Each 7) Sole Dispositive Power

Reporting

Person 679,838  
8) Shared Dispositive Power

With

4,974,963

9) Aggregate Amount Beneficially Owned by Each Reporting Person

8,857,001\*

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\* See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions "

11) Percent of Class Represented by Amount in Row (9)

10.32

12) Type of Reporting Person (See Instructions)

BK



CUSIP No. 115637209

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1) Names of Reporting Persons

IRS Identification No. of Above Persons

PNC Capital Advisors, LLC 27-0640560

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) "

b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

452

Shares 6) Shared Voting Power

Beneficially

Owned By

-0-

Each 7) Sole Dispositive Power

Reporting

Person 1,315

8) Shared Dispositive Power

With

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,534\*

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\* See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions "

11) Percent of Class Represented by Amount in Row (9)

Less than 0.01

12) Type of Reporting Person (See Instructions)

IA

CUSIP No. 115637209

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1) Names of Reporting Persons

IRS Identification No. of Above Persons

PNC Delaware Trust Company 81-0581990

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) "

b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

312,312

Shares

6) Shared Voting Power

Beneficially

Owned By

-0-

Each

7) Sole Dispositive Power

Reporting

Person

130

8) Shared Dispositive Power

With

4,469,094

9) Aggregate Amount Beneficially Owned by Each Reporting Person

4,781,411\*

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\* See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions "

11) Percent of Class Represented by Amount in Row (9)

5.57

12) Type of Reporting Person (See Instructions)

BK

**ITEM 1(a) NAME OF ISSUER:**

Brown-Forman Corporation

**ITEM 1(b) ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:**

850 Dixie Highway

Louisville, Kentucky 40210

**ITEM 2(a) NAME OF PERSON FILING:**

The PNC Financial Services Group, Inc.; PNC Bancorp, Inc.; PNC Bank, National Association;

PNC Capital Advisors, LLC; and PNC Delaware Trust Company

**ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:**

The PNC Financial Services Group, Inc. One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707

PNC Bancorp, Inc. 22 Delaware Avenue, Wilmington, DE 19801

PNC Bank, National Association One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707

PNC Capital Advisors, LLC One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707

PNC Delaware Trust Company 222 Delaware Avenue, Wilmington, DE 19801

**ITEM 2(c) CITIZENSHIP:**

The PNC Financial Services Group, Inc. Pennsylvania

PNC Bancorp, Inc. Delaware

PNC Bank, National Association United States

PNC Capital Advisors, LLC Delaware

PNC Delaware Trust Company Delaware

**ITEM 2(d) TITLE OF CLASS OF SECURITIES:**

Class B Common Stock

**ITEM 2(e) CUSIP NUMBER:**

115637209

**ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:**

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- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act;
- (b) ☒ Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Exchange Act;
- (d) ☐ Investment Company registered under Section 8 of the Investment Company Act;
- (e) ☒ An Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☒ A Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A Church Plan that is excluded from the definition of an Investment Company under Section 3(c)(14) of the Investment Company Act;
- (j) ☐ Group, in accordance with Rule 13d(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. ☐

**ITEM 4 OWNERSHIP:**

The following information is as of July 31, 2012:

(a)	Amount Beneficially Owned:	8,857,001*
	*See the response to Item 6.	
(b)	Percent of Class:	10.32
(c)	Number of shares to which such person has:	
(i)	sole power to vote or to direct the vote	4,330,365
(ii)	shared power to vote or to direct the vote	-0-
(iii)	sole power to dispose or to direct the disposition of	679,838
(iv)	shared power to dispose or to direct the disposition of	4,974,963
	*See the response to Item 5.	

**ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:**

Not Applicable.

**ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:**

Of the total shares of common stock reported herein, 4,074,056 shares are held in accounts at PNC Bank, National Association in a fiduciary capacity.

Of the total shares of common stock reported herein, 1,534 shares are held in accounts at PNC Capital Advisors, LLC in a fiduciary capacity.

Of the total shares of common stock reported herein, 4,781,411 shares are held in accounts at PNC Delaware Trust Company in a fiduciary capacity.

**ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:**

Included are the following subsidiaries of The PNC Financial Services Group, Inc. HC:

PNC Bancorp, Inc. HC (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

PNC Bank, National Association BK (wholly owned subsidiary of PNC Bancorp, Inc.)

PNC Capital Advisors, LLC IA (wholly owned subsidiary of PNC Bank, National Association)

PNC Delaware Trust Company BK (wholly owned subsidiary of PNC Bank, National Association)

**ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:**

Not Applicable.

**ITEM 9 NOTICE OF DISSOLUTION OF GROUP:**

Not Applicable.



**ITEM 10 CERTIFICATION:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 10, 2012  
Date

By: /s/ William S. Demchak  
Signature The PNC Financial Services Group, Inc.

William S. Demchak, President  
Name & Title

August 10, 2012  
Date

By: /s/ Nicholas M. Marsini, Jr.  
Signature PNC Bancorp, Inc.

Nicholas M. Marsini, Jr., Chairman  
Name & Title

August 10, 2012  
Date

By: /s/ William S. Demchak  
Signature PNC Bank, National Association

William S. Demchak, President  
Name & Title

August 10, 2012  
Date

By: /s/ Kevin A. McCreadie  
Signature PNC Capital Advisors, LLC

Kevin A. McCreadie, Manager, President & CEO  
Name & Title

August 10, 2012  
Date

By: /s/ Richard Cairns  
Signature PNC Delaware Trust Company

Richard Cairns, Chairman & CEO  
Name & Title

EXHIBIT A

AGREEMENT

August 10, 2012

The undersigned hereby agree to file a joint statement on Schedule 13G under the Securities and Exchange Act of 1934, as amended (the "Act") in connection with their beneficial ownership of fund shares issued by Brown-Forman Corporation.

Each of the undersigned states that it is entitled to individually use Schedule 13G pursuant to Rule 13d-1(b) of the Act.

Each of the undersigned is responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but none is responsible for the completeness or accuracy of the information concerning the others.

This Agreement applies to any amendments to Schedule 13G.

THE PNC FINANCIAL SERVICES GROUP, INC.

BY: /s/ William S. Demchak  
William S. Demchak, President

PNC BANCORP, INC.

BY: /s/ Nicholas M. Marsini, Jr.  
Nicholas M. Marsini, Jr., Chairman

PNC BANK, NATIONAL ASSOCIATION

BY: /s/ William S. Demchak  
William S. Demchak, President

PNC CAPITAL ADVISORS, LLC

BY: /s/ Kevin A. McCreadie  
Kevin A. McCreadie, Manager, President & CEO

PNC DELAWARE TRUST COMPANY

BY: /s/ Richard Cairns  
Richard Cairns, Chairman & CEO