

BROWN FORMAN CORP  
Form SC 13G/A  
March 28, 2017

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 4)**

**BROWN-FORMAN CORPORATION**

**(Name of Issuer)**

**Class A Common Stock**

**(Title of Class of Securities)**

**115637-10-0**

**(CUSIP Number)**

**March 23, 2017**

**(Date of Event Which Requires Filing of this Statement)**

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. 115637-10-0

(1) Names of reporting persons

I.R.S. Identification Nos. of above persons (entities only)

Ina Brown Bond

(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 of America

(5) Sole voting power

Number of

shares 0  
(6) Shared voting power

beneficially

owned by 0  
each (7) Sole dispositive power

reporting

person 3,663,847  
(8) Shared dispositive power

with:

2,032,972

(9) Aggregate amount beneficially owned by each reporting person

5,696,819

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).

N/A

(11) Percent of class represented by amount in Row (9)

3.4%

(12) Type of reporting person (see instructions)

IN

CUSIP NO. 115637-10-0

(1) Names of reporting persons

I.R.S. Identification Nos. of above persons (entities only)

Elaine Musselman

(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 of America

(5) Sole voting power

Number of

shares 0  
(6) Shared voting power

beneficially

owned by 0  
each (7) Sole dispositive power

reporting

person 511,242  
(8) Shared dispositive power

with:

0  
(9) Aggregate amount beneficially owned by each reporting person

511,242  
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).

N/A

(11) Percent of class represented by amount in Row (9)

0.3%

(12) Type of reporting person (see instructions)

IN

CUSIP NO. 115637-10-0

(1) Names of reporting persons

I.R.S. Identification Nos. of above persons (entities only)

W. Austin Musselman, Jr.

(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 of America

(5) Sole voting power

Number of

shares 0  
(6) Shared voting power

beneficially

owned by 0  
each (7) Sole dispositive power

reporting

person 757,614  
(8) Shared dispositive power

with:

0

(9) Aggregate amount beneficially owned by each reporting person

757,614

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).

N/A

(11) Percent of class represented by amount in Row (9)

0.5%

(12) Type of reporting person (see instructions)

IN



**Item 1(a) and 1(b). Name of Issuer and Address of Issuer's Principal Executive Offices:**

Brown-Forman Corporation

850 Dixie Highway

Louisville, Kentucky 40210

**Item 2(a). Names of persons filing:**

The persons reporting on this Amendment No. 3 to Schedule 13G are Ina Brown Bond, Elaine Musselman and W. Austin Musselman, Jr.

**Item 2(b). Address of principal business office or, if none, residence:**

Principal Business Address of each individual named herein:

The Glenview Trust Company

4969 US Highway 42, Suite 2000

Louisville, Kentucky 40222

**Item 2(c). Citizenship:** Each of the Reporting Persons is a U.S. citizen.

**Item 2(d). Title of class of securities:** Brown-Forman Corporation Class A Common Stock

**Item 2(e). CUSIP No.:** 0115637-10-0

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).

- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

The Class A Common Stock beneficially owned by each reporting person as of March 23, 2017 is as follows:

| Reporting Person          | Number of Shares Owned    |           |
|---------------------------|---------------------------|-----------|
| Ina Brown Bond:           | Beneficially Owned:       | 5,696,819 |
|                           | Percent of Class:         | 3.4%      |
|                           | Sole Voting Power:        | 0         |
|                           | Shared Voting Power:      | 0         |
|                           | Sole Disposition Power:   | 3,663,847 |
|                           | Shared Disposition Power: | 2,032,972 |
| Elaine Musselman:         | Beneficially Owned:       | 511,242   |
|                           | Percent of Class:         | 0.3%      |
|                           | Sole Voting Power:        | 0         |
|                           | Shared Voting Power:      | 0         |
|                           | Sole Disposition Power:   | 511,242   |
|                           | Shared Disposition Power: | 0         |
| W. Austin Musselman, Jr.: | Beneficially Owned:       | 757,614   |
|                           | Percent of Class:         | 0.5%      |
|                           | Sole Voting Power:        | 0         |
|                           | Shared Voting Power:      | 0         |
|                           | Sole Disposition Power:   | 757,614   |
|                           | Shared Disposition Power: | 0         |

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Each of the reporting persons has ceased to be the beneficial owner of more than five percent of the class of securities.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Other persons have the right to receive the dividends and the proceeds of sale from certain of the shares for which the undersigned have either sole or shared voting or dispositional control.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

N/A

**Item 8. Identification and Classification of Members of the Group.**

N/A

**Item 9. Notice of Dissolution of Group.**

The reporting persons' group dissolved on March 23, 2017. Any further filings with respect to transactions in Class A shares will be filed, if required, by the group members in their individual capacity.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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, other than activities solely in connection with a nomination under §240.14a-11.

**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.

Date: March 28, 2017

/s/ Ina Brown Bond  
by Michael E.  
Carr, Jr. pursuant to Power of Attorney dated March 27, 2017  
Ina Brown Bond

/s/ Elaine Musselman  
by Michael E. Carr, Jr. pursuant to Power of Attorney dated May 7,  
2014  
Elaine Musselman

/s/ W. Austin Musselman, Jr.  
by Michael E. Carr, Jr. pursuant to Power of Attorney dated May 5,  
2014  
W. Austin Musselman, Jr.

**AGREEMENT AMONG REPORTING PERSONS**

The undersigned hereby agree as follows:

1. Each of them is individually eligible to use the Schedule 13G, as amended, to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
2. Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other person making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: March 28, 2017

/s/ Ina Brown Bond  
by Michael E. Carr, Jr. pursuant to Power of Attorney dated  
March 27, 2017  
Ina Brown Bond

/s/ Elaine Musselman  
by Michael E. Carr, Jr. pursuant to Power of Attorney dated May 7,  
2014  
Elaine Musselman

/s/ W. Austin Musselman, Jr.  
by Michael E. Carr, Jr. pursuant to Power of Attorney dated May 5,  
2014  
W. Austin Musselman, Jr.

### POWER OF ATTORNEY

The undersigned does hereby constitute and appoint each of Michael E. Carr, Jr., Laura H. Pulliam, Jill Jackson and Tennia Y. Hill, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute and file, for and on behalf of the undersigned, Form ID, Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Act") and the rules thereunder, and Schedules 13D and 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Act and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto) or Schedule 13D or 13G (including amendments thereto) and timely file that Form or Schedule with the United States Securities and Exchange Commission and any stock exchange or similar authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
3. take any other action of any type whatsoever in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or the attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming, nor is Brown-Forman Corporation (the "Corporation") assuming, (i) any of the undersigned's responsibilities to comply with Section 16 or Sections 13(d) or 13(g) of the Act or (ii) any liability of the undersigned for failure to comply with such requirements. This Power of Attorney does not relieve the undersigned from the undersigned's obligations to comply with the requirements of the Act, including without limitation the reporting requirements under Section 16 or Sections 13(d) or 13(g) thereunder. The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Schedules 13D and 13G with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27<sup>th</sup> day of March, 2017.

/s/ Ina Brown Bond  
Ina Brown Bond

### POWER OF ATTORNEY

The undersigned does hereby constitute and appoint each of Michael E. Carr, Kelly A. Bowen, Laura H. Pulliam, and Tenna Y. Hill, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute and file, for and on behalf of the undersigned, Form ID, Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Act") and the rules thereunder, and Schedules 13D and 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Act and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto) or Schedule 13D or 13G (including amendments thereto) and timely file that Form or Schedule with the United States Securities and Exchange Commission and any stock exchange or similar authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
3. take any other action of any type whatsoever in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or the attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming, nor is Brown-Forman Corporation (the "Corporation") assuming, (i) any of the undersigned's responsibilities to comply with Section 16 or Sections 13(d) or 13(g) of the Act or (ii) any liability of the undersigned for failure to comply with such requirements. This Power of Attorney does not relieve the undersigned from the undersigned's obligations to comply with the requirements of the Act, including without limitation the reporting requirements under Section 16 or Sections 13(d) or 13(g) thereunder. The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Schedules 13D and 13G with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7<sup>th</sup> day of May, 2014.



/s/ Elaine Musselman  
Signature

Elaine Musselman  
Print Name

### POWER OF ATTORNEY

The undersigned does hereby constitute and appoint each of Michael E. Carr, Kelly A. Bowen, Laura H. Pulliam, and Tenna Y. Hill, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute and file, for and on behalf of the undersigned, Form ID, Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the Act) and the rules thereunder, and Schedules 13D and 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Act and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto) or Schedule 13D or 13G (including amendments thereto) and timely file that Form or Schedule with the United States Securities and Exchange Commission and any stock exchange or similar authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
3. take any other action of any type whatsoever in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or the attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming, nor is Brown-Forman Corporation (the Corporation) assuming, (i) any of the undersigned's responsibilities to comply with Section 16 or Sections 13(d) or 13(g) of the Act or (ii) any liability of the undersigned for failure to comply with such requirements. This Power of Attorney does not relieve the undersigned from the undersigned's obligations to comply with the requirements of the Act, including without limitation the reporting requirements under Section 16 or Sections 13(d) or 13(g) thereunder. The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Schedules 13D and 13G with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5<sup>th</sup> day of May, 2014.

/s/ W. Austin Musselman, Jr.  
Signature

W. Austin Musselman, Jr.  
Print Name