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FORTUNE BRANDS INC
Form 8-K
April 29, 2002

[Conformed copy]

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

April 29, 2002 (April 12, 2002)

Date of Report (Date of earliest event reported)

FORTUNE BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-9076

13-3295276

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

300 Tower Parkway, Lincolnshire, Illinois 60069

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (847) 484-4400

INFORMATION TO BE INCLUDED IN THE REPORT

Item 2. Acquisition or Disposition of Assets.

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On April 4, 2002, MasterBrand Cabinets, Inc., a subsidiary of Fortune Brands, Inc. (NYSE: FO), and MBC Acquisition Corp., a subsidiary of MasterBrand Cabinets, entered into an Agreement and Plan of Merger for the purpose of acquiring Omega Holdings, Inc. On April 12, 2002, pursuant to the Merger Agreement, MBC Acquisition Corp. was merged with and into Omega Holdings, Inc., and as a result of this merger, Omega Holdings, Inc. became a subsidiary of MasterBrand Cabinets, Inc.

Omega Cabinets, Ltd., a subsidiary of Omega Holdings, Inc., is a manufacturer of kitchen and bath cabinets. The products included in the transaction, including cabinets sold under the Omega, Kitchen Craft and Home Crest brands, generated sales of \$325 million in 2001.

The aggregate purchase price paid by MasterBrand Cabinets under the transaction was equal to \$538 million minus the amount of Omega Cabinets' and Omega Holdings' indebtedness (\$127 million). The shareholders of Omega Holdings, Inc. received a pro-rata portion of the aggregate purchase price, less an amount of which will be held in escrow to secure the shareholders' indemnification obligations under the Merger Agreement.

To pay the purchase price, the Registrant used approximately \$40 million in cash or short-term securities held by it and for the remainder used proceeds from the sale of commercial paper.

The foregoing description of the transaction between Registrant, MasterBrand Cabinets, Inc., MBC Acquisition Corp. and Omega Holdings, Inc. is qualified in its entirety by reference to the Agreement and Plan of Merger attached as Exhibit 2.

Item 7. Financial Statements and Exhibits.

- (c) Exhibits.
 - 2. Agreement and Plan of Merger dated April 4, 2002.
 - 99. Press release of Registrant dated April 12, 2002.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned thereunto duly authorized.

FORTUNE BRANDS, INC.

(Registrant)

By /s/ Mark A. Roche

Mark A. Roche,
Senior Vice President, General
Counsel and Secretary

Date: April 29, 2002

EXHIBIT INDEX

Exhibit

- 2. Agreement and Plan of Merger dated April 4, 2002.
- 99. Press release of Registrant dated April 12, 2002.