

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E4/A

Issuer tender offer statement filed pursuant to Rule 13(e)(4) [amend]

Filing Date: **1994-01-14**
SEC Accession No. **0000950131-94-000024**

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SUBJECT COMPANY

BROWN FORMAN CORP

CIK: **14693** | IRS No.: **610143150** | State of Incorporation: **DE** | Fiscal Year End: **0430**
Type: **SC 13E4/A** | Act: **34** | File No.: **005-10909** | Film No.: **94501537**
SIC: **2080** Beverages

Mailing Address
*P O BOX 1080
LOUISVILLE KY 40201*

Business Address
*850 DIXIE HWY
LOUISVILLE KY 40210
5025851100*

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

AMENDMENT NO. 3 TO SCHEDULE 13E-4
Issuer Tender Offer Statement

(Pursuant to Section 13(e) (1) of the Securities Exchange Act of 1934)

BROWN-FORMAN CORPORATION
(Name of Issuer)

BROWN-FORMAN CORPORATION
(Name of Person Filing Statement)

Class A Common Stock, Par Value \$.15 Per Share
(Title of Class of Securities
115637 10 0
(CUSIP Number of class of Securities)

Class B Common Stock, Par Value \$.15 Per Share
(Title of Class of Securities
115637 20 9
(CUSIP Number of class of Securities)

Michael B. Crutcher, Secretary
Brown-Forman Corporation
850 Dixie Highway
Louisville, Kentucky 40210-1091
(502) 585-1100
(Name, Address, and Telephone Number of Person
Authorized to Receive Notices and Communications
on Behalf of the Person Filing Statement)

Copies to:
James S. Welch, Esq.
Ogden Newell & Welch
1200 One Riverfront Plaza
Louisville, Kentucky 40202-2938

December 15, 1993
(Date Tender Offer First Published,
Sent, or Given to Security Holders)

CALCULATION OF FILING FEE

=====
Transaction Valuation* Amount of Filing Fee
\$378,000,000 \$75,600
=====

*Based on \$90 cash per share for 4,200,000 shares.

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$75,600 Filing Party: Brown-Forman Corporation
Form or Registration No.: Schedule 13E-4 Date Filed: December 15, 1993

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

(a) Press Release dated January 14, 1994, announcing the results of the tender offer.

SIGNATURE

After due 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.

/s/ Garrison R. Cox

Date: January 14, 1994

Garrison R. Cox
Assistant Vice President
and Assistant Secretary

EXHIBIT INDEX

Exhibit No. 99	Description	Page No.
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(a)	Press Release dated January 14, 1994.	3

FOR IMMEDIATE RELEASE

BROWN-FORMAN ANNOUNCES RESULTS OF TENDER OFFER

LOUISVILLE, KENTUCKY, JANUARY 14, 1994 -- Brown-Forman announced today a successful conclusion of its Dutch auction tender offer to purchase the company's Class A and Class B common stock.

Brown-Forman has accepted for purchase approximately 911,000 shares of its Class A stock at a price of \$90 per share. A preliminary count by the depository for the tender offer indicates that approximately 930,000 shares of Class A stock were tendered to the company before midnight on January 13, when the offer expired. Holders of odd lots of shares tendered 2,785 shares of Class A stock, all of which Brown-Forman accepted. The preliminary proration factor for all other Class A shares tendered is approximately 98.0%. The company expects to announce the final proration factor by January 24, 1994. Any Class A shares tendered and not purchased by the company will be returned to shareholders.

Brown-Forman has accepted for purchase approximately 3,600,000 shares of its Class B stock at \$89 per share, consisting of all Class B shares properly tendered at or below \$89 per share.

Brown-Forman had offered to purchase up to 700,000 shares of its Class A common stock and 3,500,000 shares of its Class B common stock at prices specified by shareholders ranging from \$83 to \$90 per share. The company is exercising its right to increase the number of Class A and Class B shares to be purchased without changing any other terms of the tender offer.

As previously announced, the company believes this offer represents a prudent use of its resources. Brown-Forman's total investment in acquiring its shares will approximate \$403 million, and will be funded from available cash and short-term borrowings.

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