
**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): **February 11, 2022**



BellRing Brands, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-39093 (Commission File Number)	83-4096323 (IRS Employer Identification No.)
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2503 S. Hanley Road (Address of Principal Executive Offices)	St. Louis Missouri	63144 (Zip Code)
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Registrant's telephone number, including area code: **(314) 644-7600**

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.01 par value per share	BRBR	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 5.07. Submission of Matters to a Vote of Security Holders.

BellRing Brands, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”) at the offices of Post Holdings, Inc., 2600 S. Hanley Rd., St. Louis, Missouri 63144 on Friday, February 11, 2022. At the Annual Meeting, 36,378,375 votes for the holders of 38,965,178 shares of the Class A common stock of the Company and 79,111,119 votes for the holder of 1 share of the Class B common stock of the Company, totaling 115,489,494 votes of the common stock of the Company, were represented, constituting a 97.81% quorum. The final result for each of the matters submitted to a vote of the stockholders at the Annual Meeting are as follows:

Proposal 1: Both of the nominees for director were elected to serve until the Company’s annual meeting of stockholders to be held in 2025 or until their respective successors are elected and qualified, by the votes set forth in the table below:

Nominee	For	Withhold	Broker Non-Votes	Percentage of Votes Cast For
Chonda J. Nwamu	111,332,640	675,529	3,481,325	99.40%
Robert V. Vitale	103,383,379	8,624,790	3,481,325	92.30%

Proposal 2: The appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2021 was ratified by the stockholders, by the votes set forth in the table below:

For	Against	Abstain	Percentage of Votes Cast For
115,485,225	3,306	963	100.00%

Proposal 3: The Company’s executive compensation as described in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on December XX, 2021, was approved by the non-binding advisory votes of the stockholders set forth in the table below:

For	Against	Abstain	Broker Non-Votes	Percentage of Votes Cast For
111,146,734	785,899	75,536	3,481,325	99.23%

Proposal 4: The determination of the frequency of advisory votes on executive compensation (every one, two or three years) received the non-binding advisory votes of the stockholders set forth in the table below:

One Year	Two Years	Three Years	Abstain	Broker Non-Votes
106,712,176	5,172,798	101,055	22,140	3,481,325

Based on these results and other factors considered by the Board, the Board has determined that the Company will hold the advisory vote on executive compensation on an annual basis until the next required vote on the frequency of stockholder votes on the compensation of executives or the Board otherwise determines that a different frequency for such advisory votes is in the best interests of the stockholders of the Company.

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 thereunto duly authorized.

Date: February 14, 2022

BellRing Brands, Inc.

(Registrant)

By: /s/ Craig L. Rosenthal

Name: Craig L. Rosenthal

Title: SVP, General Counsel and Secretary