

---

---

**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 6, 2023



**BellRing Brands, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-39093</b> (Commission File Number)	<b>87-3296749</b> (IRS Employer Identification No.)
---	--	--

<b>2503 S. Hanley Road</b> (Address of Principal Executive Offices)	<b>St. Louis</b>	<b>Missouri</b>	<b>63144</b> (Zip Code)
--	------------------	-----------------	----------------------------

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>
<b>Common Stock, \$0.01 par value per share</b>	<b>BRBR</b>	<b>New York Stock Exchange</b>

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”) entirely virtually, conducted via a live audio-only webcast on Monday, February 6, 2023. At the Annual Meeting, of the 134,425,726 shares outstanding and entitled to vote, 126,811,464 shares were represented, constituting a 94.34% 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 2026 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
Darcy H. Davenport	113,839,468	3,147,751	9,824,245	97.31%
Elliot H. Stein, Jr.	84,883,728	32,103,491	9,824,245	72.56%

*Proposal 2:* The appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2023 was ratified by the stockholders, by the votes set forth in the table below:

For	Against	Abstain	Percentage of Votes Cast For
126,486,595	237,141	87,728	99.74%

*Proposal 3:* The increase in the number of authorized shares under the Company’s 2019 Long-Term Incentive Plan by 6,000,000 shares, from 2,000,000 shares to 8,000,000 shares, was approved by the stockholders by the votes set forth in the table below:

For	Against	Abstain	Broker Non-Votes	Percentage of Votes Cast For
115,604,981	1,327,149	55,089	9,824,245	98.82%

*Proposal 4:* 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 21, 2022, 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
115,433,149	1,486,428.00	67,642	9,824,245	98.67%

---

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 9, 2023

**BellRing Brands, Inc.**

(Registrant)

By: /s/ Craig L. Rosenthal

Name: Craig L. Rosenthal

Title: Sr. Vice President, General Counsel and Corporate Secretary