

---

---

**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): May 23, 2022



**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 8.01. Other Events.**

On May 23, 2022, the Board of Directors (the “Board”) of BellRing Brands, Inc. (the “Company”) approved, effective May 23, 2022 (the “Effective Date”), a \$50 million share repurchase authorization over a two-year period beginning on the Effective Date. In connection with the completion of the spin-off from Post Holdings, Inc. on March 10, 2022, the Company’s prior share repurchase authorization is no longer applicable. Repurchases may be made from time to time in the open market, private purchases, through forward, derivative, alternative, accelerated repurchase or automatic purchase transactions, or otherwise. The authorization does not, however, obligate the Company to acquire any particular amount of shares, and repurchases may be suspended or terminated at any time at the Company’s discretion. A press release announcing the approval of the share repurchase authorization is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The amount and timing of repurchases are subject to a variety of factors including liquidity, share price, market conditions and legal requirements.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated May 23, 2022</a>
104	Cover Page Interactive Data File (the cover page iXBRL tags are embedded within the Inline XBRL document)

---

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: May 23, 2022

**BellRing Brands, Inc.**

(Registrant)

By: /s/ Craig L. Rosenthal

Name: Craig L. Rosenthal

Title: SVP, General Counsel and Secretary



## BellRing Brands Announces New Share Repurchase Authorization of \$50 Million

**St. Louis – May 23, 2022** – BellRing Brands, Inc. (NYSE:BRBR) today announced its Board of Directors approved a \$50 million share repurchase authorization over the next two years. In connection with the completion of the spin-off from Post Holdings, Inc. on March 10, 2022, BellRing’s prior share repurchase authorization is no longer applicable.

Repurchases may be made from time to time in the open market, private purchases, through forward, derivative, alternative, accelerated repurchase or automatic purchase transactions, or otherwise. The authorization does not, however, obligate BellRing to acquire any particular amount of shares, and repurchases may be suspended or terminated at any time at BellRing’s discretion. The amount and timing of repurchases are subject to a variety of factors including liquidity, share price, market conditions and legal requirements.

### Cautionary Statement on Forward-Looking Language

Forward-looking statements, within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, are made in this press release. These forward-looking statements are sometimes identified from the use of forward-looking words such as “believe,” “should,” “could,” “potential,” “continue,” “expect,” “project,” “estimate,” “predict,” “anticipate,” “aim,” “intend,” “plan,” “forecast,” “target,” “is likely,” “will,” “can,” “may” or “would” or the negative of these terms or similar expressions elsewhere in this press release. All forward-looking statements are subject to a number of important factors, risks, uncertainties and assumptions that could cause actual results to differ materially from those described in any forward-looking statements. These factors and risks include, but are not limited to, unanticipated developments that prevent, delay or negatively impact the repurchases, the rapidly changing situation related to the COVID-19 pandemic and other financial, operational and legal risks and uncertainties detailed from time to time in BellRing’s cautionary statements contained in its filings with the Securities and Exchange Commission. These forward-looking statements represent BellRing’s judgment as of the date of this press release. BellRing disclaims, however, any intent or obligation to update these forward-looking statements.

### About BellRing Brands, Inc.

BellRing Brands, Inc. is a rapidly growing leader in the global convenient nutrition category offering ready-to-drink shake and powder protein products. Its primary brands, *Premier Protein*® and *Dymatize*®, appeal to a broad range of consumers and are distributed across a diverse network of channels including club, food, drug, mass, eCommerce, specialty and convenience. BellRing’s commitment to consumers is to strive to make highly effective products that deliver best-in-class nutritionals and superior taste. For more information, visit [www.bellring.com](http://www.bellring.com).

### Contact:

Investor Relations

Jennifer Meyer

[jennifer.meyer@bellringbrands.com](mailto:jennifer.meyer@bellringbrands.com)

(314) 644-7665