
**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): March 6, 2025



BellRing Brands, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-39093 (Commission File Number)	87-3296749 (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>
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 8.01. Other Events.

On March 6, 2025, the Board of Directors (the “Board”) of BellRing Brands, Inc. (the “Company”) approved, effective March 6, 2025 (the “Effective Date”), a \$300 million share repurchase authorization (the “New Authorization”) and cancelled, effective March 6, 2025, its existing \$300 million share repurchase authorization, which was approved by the Board on February 29, 2024 and became effective on March 11, 2024 (the “Existing Authorization”). The Company had repurchased approximately \$288 million of shares of common stock under the Existing Authorization as of March 6, 2025. The New Authorization extends for a two-year period beginning on the Effective Date, and the Company may begin repurchasing shares under the New Authorization on the Effective Date. Repurchases may be made from time to time in the open market, in private purchases, through forward, derivative, accelerated repurchase or automatic purchase transactions, or otherwise. The New 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. The amount and timing of repurchases are subject to a variety of factors including liquidity, share price, market conditions and legal requirements. A press release announcing the approval of the New Authorization and the cancellation of the Existing Authorization is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 6, 2025
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: March 7, 2025

BellRing Brands, Inc.

(Registrant)

By: /s/ Craig L. Rosenthal

Name: Craig L. Rosenthal

Title: Chief Legal Officer



BellRing Brands Announces New Share Repurchase Authorization of \$300 Million

St. Louis – March 6, 2025 – BellRing Brands, Inc. (NYSE:BRBR) today announced its Board of Directors approved a \$300 million share repurchase authorization over the next two years, with share repurchases under the new authorization beginning on March 7, 2025. Subsequent to December 31, 2024 and as of March 6, 2025, BellRing repurchased 2.1 million shares of its common stock for \$151.7 million at an average price of \$72.14 per share. As of March 6, 2025, BellRing had repurchased approximately \$288 million under its previous \$300 million share repurchase authorization, which became effective on March 11, 2024 and has been cancelled effective March 6, 2025.

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 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. (NYSE: BRBR) is a dynamic and fast-growing consumer brands business with the purpose of Changing Lives with Good Energy. Focused on growing the convenient nutrition category, the company's brands include *Premier Protein*, the #1 ready-to-drink protein and convenient nutrition brand, and *Dymatize*, the brand behind the #1 hydrolyzed protein powder. A culture-driven, pure-play company, BellRing Brands believes nutrition is at the core of a healthy world and produces products with best-in-class nutritional profiles and exceptional flavors. Its products are distributed in over 90 countries across club, mass, food, eCommerce, specialty, drug and convenience. To learn more visit www.bellring.com.

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