
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): October 16, 2018

BRUNSWICK

BRUNSWICK CORPORATION

(Exact Name of Registrant Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

001-01043
(Commission File
Number)

36-0848180
(I.R.S. Employer
Identification No.)

26125 N. Riverwoods Blvd. Suite 500
Mettawa, Illinois
(Address of Principal Executive Offices)

60045-4811
(Zip Code)

Registrant's telephone number, including area code: (847) 735-4700

(Former Name or Former Address, if Changed Since Last Report)

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))

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 October 1, 2018, Brunswick Corporation (the “Company”) entered into an Underwriting Agreement among the Company and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities LLC, as representatives of the several underwriters listed in Schedule 1 thereof, in connection with the offer and sale of \$175.0 million aggregate principal amount of the Company’s 6.500% Senior Notes due 2048 (the “2048 Notes”). The Company also granted the underwriters a 30-day option to purchase up to an additional \$26.25 million aggregate principal amount of the Company’s 2048 Notes to cover over-allotments, if any (the “Additional Notes”). On October 12, 2018, the underwriters notified the Company that they exercised their option to purchase \$10.0 million aggregate principal amount of Additional Notes, at the public offering price, plus accrued interest, less the underwriting discount.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion letter of Cravath, Swaine & Moore LLP regarding the validity of the Additional Notes.

EXHIBIT INDEX

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRUNSWICK CORPORATION

Dated: October 16, 2018

By: /s/ William L. Metzger

Name: William L. Metzger

Title: Senior Vice President and Chief Financial Officer

CRAVATH, SWAINE & MOORE LLP

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SPECIAL COUNSEL
SAMUEL C. BUTLER

OF COUNSEL
MICHAEL L. SCHLER

October 16, 2018

Brunswick Corporation
\$10,000,000 Principal Amount of 6.500% Senior Notes due 2048

Ladies and Gentlemen:

We have acted as counsel for Brunswick Corporation, a Delaware corporation (the "Company"), in connection with the public offering and sale by the Company of the Company's 6.500% Senior Notes due 2048 (the "Securities") issued pursuant to an Indenture dated as of October 3, 2018 (the "Base Indenture"), between the Company and U.S. Bank National Association, as Trustee (the "Trustee") as supplemented by the First Supplemental Indenture, dated as of October 3, 2018, between the Company and the Trustee (the "First Supplemental Indenture" and, together with the Base Indenture, the "Indenture"). The Company is, on the date hereof, issuing \$10,000,000 aggregate principal amount of Notes (the "Option Notes") in connection with the underwriters' exercise of their option to purchase Option Notes pursuant to Section 2(b) of the Underwriting Agreement dated October 1, 2018 among the Company and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities LLC, as Representatives of the several underwriters.

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including the Indenture and the Registration Statement on Form S-3 (Registration No. 333-213509), filed with the Securities and Exchange Commission (the "Commission") on September 6, 2016 (the "Registration Statement"), for registration under the Securities Act of 1933 (the "Securities Act") of various securities of the Company, to be issued from time to time by the Company. As to various questions of fact material to this opinion, we have relied upon representations of officers or directors of the Company and documents furnished to us by the Company without independent verification of their accuracy. In expressing the opinions set forth herein, we have assumed, with your consent and without independent investigation or verification, the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as duplicates or copies and that the Indenture has been duly authorized, executed and delivered by, and represents a legal, valid and binding obligation of, the Trustee.

Based on the foregoing and subject to the qualifications set forth herein, we are of opinion that when the Option Notes are authenticated in accordance with the provisions of the Indenture and delivered and paid for the Option Notes will constitute legal, valid and binding obligations of the Company.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. We also consent to the reference to our firm under the caption "Validity of the Notes" in the Prospectus Supplement dated October 1, 2018 forming a part of the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

We are admitted to practice in the State of New York, and we express no opinion as to matters governed by any laws other than the laws of the State of New York, the General Corporation Law of the State of Delaware and the Federal laws of the United States of America. In particular, we do not purport to pass on any matter governed by the laws of Illinois.

Very truly yours,

/s/ Cravath, Swaine & Moore LLP

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