

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): May 7, 2014



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.)

1 N. Field Court
Lake Forest, Illinois
(Address of Principal Executive Offices)

60045-4811
(Zip Code)

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

N/A

(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers.

On May 8, 2014, Brunswick Corporation (“Brunswick”) announced that Mark D. Schwabero had been appointed President and Chief Operating Officer, effective immediately. Mr. Schwabero has served as Brunswick’s Vice President and President - Mercury Marine since December 2008. Previously, he was President - Mercury Outboards from 2004 to 2008.

Mr. Schwabero’s base salary will increase to \$650,000 and he will receive a restricted stock unit award of 7,000 shares and a performance share award of 6,900 shares in connection with his assumption of his additional responsibilities. Mr. Schwabero’s other compensation arrangements will remain unchanged.

On May 8, 2014, Brunswick also announced that Andrew E. Graves, Vice President and President - Brunswick Boat Group, will be leaving the company effective May 30, 2014. In connection with Mr. Graves’s departure, the Human Resources and Compensation Committee (the “Committee”) of the Board of Directors of Brunswick determined to modify the terms of equity awards held by him that otherwise would have been forfeited upon the termination of his employment. Specifically, the Committee:

- Provided for vesting of 6,600 earned performance share units that had been granted in 2012 and 12,500 earned performance share units that had been granted in 2013. These performance share units will remain payable in the amounts and at the times contemplated by the original award agreements;
- Provided for vesting of 7,447 restricted stock units granted in 2012 and 13,057 restricted stock units granted in 2013. The restricted stock units will remain payable at the times contemplated by the original award agreements;
- Provided for vesting of 7,000 stock appreciation rights granted in 2011 and 6,650 stock appreciation rights granted in 2012. These stock appreciation rights will become exercisable at the times contemplated by the original award agreements;
- Provided for vesting of 4,479 performance share units, subject to plan performance results, and 3,566 restricted stock units granted in 2014. These awards will otherwise remain payable in the amounts and at the times contemplated by the original award agreements; and
- Extended the post-termination period in which Mr. Graves may exercise outstanding stock appreciation rights from 1 to 5 years;

provided, in each case, Mr. Graves complies with the post-employment covenants in his Terms & Conditions of Employment.

Otherwise, Mr. Graves will receive the payments and benefits provided for upon a termination other than for cause in his previously-disclosed Terms & Conditions of Employment, which payments and benefits are described in the Proxy Statement on Schedule 14A filed by the Company with the Securities and Exchange Commission on March 27, 2014 in connection with the Annual Meeting of Stockholders held on May 7, 2014.

A news release relating to Mr. Schwabero’s appointment and Mr. Graves’s departure is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the May 7, 2014 Annual Meeting of Shareholders of Brunswick Corporation, Nancy E. Cooper, Dustan E. McCoy and Ralph C. Stayer were elected as directors of the Company for terms expiring at the 2017 Annual Meeting. The number of shares voted with respect to these directors were:

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
Nancy E. Cooper	57,625,922	24,047,889	65,508	4,115,101
Dustan E. McCoy	79,813,563	1,847,534	78,222	4,115,101
Ralph C. Stayer	80,868,339	790,007	80,973	4,115,101

At the Annual Meeting, shareholders voted for a non-binding resolution approving the compensation of the Company's named executive officers pursuant to the following vote:

	<u>Number of Shares</u>
For	79,871,314
Against	1,577,195
Abstain	290,810
Broker Non-votes	4,115,101

At the Annual Meeting, shareholders approved the Brunswick Corporation 2014 Stock Incentive Plan pursuant to the following vote:

	<u>Number of Shares</u>
For	78,693,104
Against	2,970,596
Abstain	75,619
Broker Non-votes	4,115,101

At the Annual Meeting, shareholders ratified the Audit Committee's selection of Deloitte & Touche LLP as the independent registered public accounting firm for the Company and its subsidiaries for the year 2014 pursuant to the following vote:

	<u>Number of Shares</u>
For	85,602,465
Against	170,522
Abstain	81,433
Broker Non-votes	-

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
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99.1	News Release, dated May 8, 2014, of Brunswick Corporation announcing certain management changes.
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SIGNATURE

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 hereunto duly authorized.

BRUNSWICK CORPORATION

Dated: May 8, 2014

By: /s/ KRISTIN M. COLEMAN
Kristin M. Coleman
Vice President, General Counsel and
Secretary

EXHIBIT INDEX:

Exhibit No.

Description of Exhibit

99.1

News Release, dated May 8, 2014, of Brunswick Corporation announcing certain management changes.



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Release: IMMEDIATE
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Vice President - Corporate and Investor Relations
Phone: 847-735-4612

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**BRUNSWICK APPOINTS SCHWABERO PRESIDENT
AND CHIEF OPERATING OFFICER
*Pfeifer Named President of Mercury Marine***

LAKE FOREST, Ill. May 8, 2014 - Brunswick Corporation (NYSE: BC) today announced that Mark D. Schwabero has been elected to the newly created post of president and chief operating officer, reporting to Dustan E. McCoy, chairman and chief executive officer.

Schwabero, most recently president of Brunswick's Mercury Marine engine segment, will be succeeded by John C. Pfeifer, who had been vice president - global operations for Mercury Marine. These promotions are effective immediately.

As part of this action and to further facilitate the Company's long-term succession process, Brunswick Boat Group (BBG) President Andrew E. Graves will be leaving the Company. Graves' direct reports - Jeff Behan, vice president - planning and business development; Boston Whaler President Huw Bower, Freshwater Group President Jeff Kinsey, and Recreation Boat Group President Tim Schiek -- will now report to Schwabero.

In his new position, Schwabero will be responsible for all of Brunswick's day-to-day operations, with the leadership of the Company's four business segments - Engine, Boat, Fitness and Bowling & Billiards - reporting to him.

"An important responsibility of our Board of Directors is to ensure that we have a deep and robust succession process. Today's announcement reflects the quality of that process," McCoy said. "Mark is an accomplished executive who is intimately familiar with Brunswick's markets, particularly those in the marine segment from which the Company derives the majority of its sales and earnings. The role of chief operating officer positions Mark to better learn and actively manage Brunswick's overall operation, and each of its business segments and to develop and execute our strategic imperatives.

"John Pfeifer is taking the helm of a Mercury Marine organization that is strong and vibrant and building upon the momentum of a number of recent new products and engine innovations," McCoy said. "John has been an integral member of Mercury's leadership team, helping to fashion an energized organization that is setting the pace in today's global marine marketplace.

"In conclusion, the fact that we can adopt and staff such an organization structure totally from within our management ranks is testimony to the depth, talent and bench strength that we have fashioned through the years at Brunswick," McCoy continued. "We will miss Andy Graves, and we wish him the best and thank him for his contributions. He leaves behind a Boat Group that is better prepared and positioned to continue to prosper in this evolving and challenging marine market environment."

Mark Schwabero

Mark Schwabero joined Mercury Marine in 2004 as the president of the engine maker's Outboard Business Unit, where he led the development, manufacturing and sales of the company's global outboard marine business. He became president of Mercury Marine in 2008. During his tenure, Mercury Marine has launched a number of successful and award-winning products, such as the Verado supercharged engines, 150hp FourStroke engine, Joystick Piloting propulsion systems and a host of innovative products, parts and accessories.

He has also overseen the migration and integration of Mercury's sterndrive engine production from Oklahoma to Wisconsin. Under Schwabero, Mercury has also continued to gain share in the competitive global engine market as well as raise performance levels to attain some of the industry's highest quality and safety ratings. Further, Mercury Marine recently was named 2013 Wisconsin Manufacturer of the Year taking top honors in the Mega category.

Prior to joining Mercury, Schwabero was president and chief executive officer of Hendrickson International of Woodridge, Illinois, a leading manufacturer of heavy trucks and trailer suspension systems and components. Before that he served as president, Automotive Products and regional president for Pilkington Libbey-Owens-Ford. Earlier, Schwabero was president of Bosch Braking Systems, North America, formed from an acquisition of AlliedSignal's Braking Systems business, where he served as president. A 17-year career with Navistar International preceded these more recent roles, and during that tenure he was a group vice president of the truck business, group vice president of Operations and general manager of Medium Duty Products. He also spent two years in sales with Navistar.

Schwabero holds both Bachelor of Science and Master of Science degrees in industrial and systems engineering from The Ohio State University, where he was recognized with the University's Distinguished Alumnus Award in 1991 and a Meritorious Service Award in 2008. He serves on the Board of Directors of 1st Source Corporation and National Exchange Bank, and is chairman of the National Marine Manufacturers Association.

John Pfeifer

John Pfeifer joined Brunswick in 2006 as president of the Brunswick Asia Pacific Group, and in 2008 was appointed president of Brunswick Marine in EMEA (Europe, Middle East and Africa). In those roles, Pfeifer streamlined the Company's global marine businesses to drive enhanced levels of customer service and improved overall operating capability.

In 2012, Pfeifer was appointed vice president - global operations for Mercury Marine. In that position, he was responsible for all of Mercury's global operations, which combined material supply with manufacturing and distribution to enable a more streamlined and effective operations group. During his tenure, Mercury executed a multi-year manufacturing capacity expansion to better position the operation for growth and profitability.

Prior to joining Brunswick, Pfeifer most recently held executive positions with ITT Corporation and Milacron, Inc. He earned both a Bachelor of Arts in economics and a Bachelor of Arts in Japanese language and culture at the University of Michigan.

About Brunswick

Headquartered in Lake Forest, Ill., Brunswick Corporation endeavors to instill "Genuine Ingenuity"(TM) in all its leading consumer brands, including Mercury and Mariner outboard engines; Mercury MerCruiser sterndrives and inboard engines; MotorGuide trolling motors; Atwood marine parts and accessories; Land 'N' Sea, Kellogg Marine, and Diversified Marine parts and accessories distributors; Bayliner, Boston Whaler, Brunswick Commercial and Government Products, Crestliner, Cypress Cay, Harris FloteBote, Lowe, Lund, Meridian, Princecraft, Quicksilver, Rayglass, Sea Ray and Uttern boats; Life Fitness and Hammer Strength fitness equipment; Brunswick bowling centers, equipment and consumer products; Brunswick billiards tables and table tennis. For more information, visit <http://www.brunswick.com>.