

BRUNSWICK CORP  
Form 8-K  
September 22, 2005

**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): September 20, 2005**

**BRUNSWICK CORPORATION**

**(Exact Name of Registrant Specified in Charter)**

|  |   |  |
|--|---|--|
| <b>Delaware<br/>(State or Other<br/>Jurisdiction of<br/>Incorporation)</b> | <b>001-01043<br/>(Commission<br/>File<br/>Number)</b> | <b>36-0848180<br/>(I.R.S.<br/>Employer<br/>Identification<br/>No.)</b> |
|--|---|--|

|  |                                  |
|--|----------------------------------|
| <b>1 N. Field Court<br/>Lake Forest, Illinois<br/>(Address of Principal<br/>Executive Offices)</b> | <b>60045-4811<br/>(Zip Code)</b> |
|--|----------------------------------|

**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))

### **ITEM 7.01 Regulation FD Disclosure**

On September 20, 2005, Brunswick Corporation announced new earnings estimates for the third quarter of 2005 and the full year. The news release issued by Brunswick announcing these estimated earnings is incorporated herein by reference, and is included as Exhibit 99.1 to this Current Report on Form 8-K.

In the news release, Brunswick uses non-GAAP financial measures. A “non-GAAP financial measure” is a numerical measure of a registrant’s historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. Operating and statistical measures and certain ratios and other statistical measures are not non-GAAP financial measures. GAAP refers to generally accepted accounting principles in the United States.

One non-GAAP financial measure used in the news release was Brunswick’s estimated diluted earnings per share for 2005. In the news release, we stated that we had previously estimated that diluted earnings per share for 2005 would fall in the range of \$3.30 to \$3.40 but that our current thinking was that a range of \$3.20 to \$3.25 is more appropriate under the circumstances. In the news release, the company noted that the estimate for 2005 excluded a \$0.32 per diluted share gain on the sale of securities recorded in the first quarter of the year, as well as anticipated tax adjustments, which are estimated to be in the same order of magnitude as a \$0.10 per diluted share tax benefit recorded in the third quarter of 2004.

Brunswick has used the financial measures that are included in the news release for several years, both in presenting its results to stockholders and the investment community and in its internal evaluation and management of its businesses. Brunswick’s management believes that these measures -- including those that are “non-GAAP financial measures”-- and the information they provide are useful to investors because they permit investors to view Brunswick’s performance using the same tools that Brunswick uses and to better evaluate Brunswick’s ongoing business performance. Brunswick’s management believes that presentation of earnings per share excluding (i) nonrecurring tax benefits in the third quarter of 2004 and anticipated tax adjustments in 2005, and (ii) a first quarter 2005 gain on the sale of securities, provide a more meaningful comparison to prior results.

The information in this report and the exhibit attached hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

### **ITEM 9.01 Financial Statements and Exhibits.**

(c) Exhibits:

| <b><u>Exhibit No.</u></b> | <b><u>Description of Exhibit</u></b>                               |
|---------------------------|--|
| 99.1                      | Press Release, dated September 20, 2005, of Brunswick Corporation. |

---

**SIGNATURE**

Edgar Filing: BRUNSWICK CORP - Form 8-K

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: September 22, 2005

By: /s/ Marschall I. Smith

**Name:** Marschall I. Smith

**Title:** Vice President, General Counsel and Secretary

---

**EXHIBIT INDEX:**

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>                                      |
|--------------------|--|
| 99.1               | Press Release, dated September 20, 2005, of Brunswick Corporation. |