

Avery Dennison Corp
Form 8-K
March 01, 2019

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) **February 26, 2019**

AVERY DENNISON CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 1 -7685 | 95-1492269 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 207 Goode Avenue Glendale, California | | 91203 |
| (Address of principal executive offices) | | (Zip Code) |

Registrant's telephone number, including area code **(626) 304-2000**

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(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 (see General Instruction A.2. below):

- 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.

Section 5 - Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On February 26, 2019, Dean A. Scarborough, current Chairman of the Board of Directors (the Board) of Avery Dennison Corporation (the Company), notified the Board of his decision not to stand for reelection at the Company's 2019 annual meeting of stockholders (the Annual Meeting) to be held on April 25, 2019 so that he may focus on other endeavors. Mr. Scarborough's decision was not the result of any disagreement with the Company.

On February 28, 2019, upon the recommendation of its Governance and Social Responsibility Committee, the Board elected the Company's President and Chief Executive Officer, Mitchell R. Butier, to serve as Chairman of the Board following the Annual Meeting, subject to his reelection.

A copy of the press release announcing the Company's transition in Board leadership is attached hereto as Exhibit 99.1.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release, dated March 1, 2019, announcing transition in Board leadership of Avery Dennison Corporation.

SIGNATURES

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.

AVERY DENNISON CORPORATION

Date: March 1, 2019

By: /s/ Susan C. Miller

Name:

Susan C. Miller

Title:

Senior Vice President, General Counsel and
Secretary
