

BALL Corp
Form 8-K
April 27, 2018
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

April 27, 2018

(Date of earliest event reported)

BALL CORPORATION
(Exact name of Registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Indiana | 001-07349 | 35-0160610 |
| (State or other jurisdiction of Incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

10 Longs Peak Drive, P.O. Box 5000, Broomfield, CO 80021-2510

(Address of principal executive offices, including ZIP Code)

(303) 469-3131

(Registrant's telephone number, including area code)

Not Applicable

Edgar Filing: BALL Corp - Form 8-K

(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.

Ball Corporation

Current Report on Form 8-K

Dated April 27, 2018

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 25, 2018, the Board of Directors of the Company amended the Bylaws to decrease the Board of Directors from thirteen to ten, by decreasing to three the number of director positions in Class I, decreasing to four the number of director positions in Class II, and decreasing to three the number of director positions in Class III. Exhibit 3(ii) attached hereto provides the text of the amendment.

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 25, 2018, the Company held its Annual Meeting of Shareholders (“Annual Meeting”). Following are the results of the matters voted on by shareholders at the Annual Meeting:

1. Election of Directors.

| Director | For | Withheld |
|------------------------|-------------|------------|
| Robert W. Alspaugh | 247,257,243 | 60,258,678 |
| Michael J. Cave | 248,257,522 | 59,258,399 |
| Pedro Henrique Mariani | 241,609,348 | 65,906,573 |

2. Ratification of the appointment of PricewaterhouseCoopers LLP as the independent auditor for the Company for 2018.

| For | Against | Abstain |
|-------------|-----------|---------|
| 316,523,259 | 8,033,577 | 686,798 |

3. Approval, by non-binding advisory vote, of the compensation of the Named Executive Officers as disclosed in the 2018 Proxy Statement.

| | | Broker | |
|-------------|------------|-----------|------------|
| For | Against | Abstain | Non-Votes |
| 209,611,588 | 96,130,574 | 1,773,759 | 17,727,713 |

Item 8.01. Other Events.

On April 25, 2018, the Company’s Board of Directors authorized the repurchase by the Company of up to a total of 25 million shares of its common stock. This repurchase authorization replaces all previous authorizations. The repurchase authorization is described in the press release dated April 25, 2018, and attached hereto as Exhibit 99.1.

(d) Exhibits.

The following is furnished as an exhibit to this report:

| Exhibit No. | Description |
|-------------|---|
| 3.ii | <u>Article 3,</u> <u>Section A of</u> <u>the</u> <u>Amended</u> <u>Bylaws</u> <u>Press</u> <u>release</u> |
| 99.1 | <u>dated April</u> <u>25, 2018</u> |

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.

BALL CORPORATION
(Registrant)

By: /s/ Scott C. Morrison
Name: Scott C. Morrison
Title: Senior Vice President and
Chief Financial Officer

Date: April 27, 2018
