

BALL Corp
Form 8-K
April 24, 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

April 24, 2019

(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

(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 24, 2019

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

Resignation of Directors

At a regularly scheduled meeting of the Board of Directors held on April 24, 2019, Mr. Theodore M. Solso and Mr. Robert W. Alspaugh, both members of the Board of Directors, retired from the Board of Directors, effective April 24, 2019.

The Company issued a press release to announce these governance changes. A copy of the press release is attached to this Form 8-K as Exhibit 99.1.

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

On April 24, 2019, the Board of Directors of the Company amended the Bylaws to decrease the Board of Directors from eleven to nine, by decreasing to three the number of director positions in Class II, and by 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 24, 2019, 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
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Daniel J. Heinrich	225,902,870	61,835,550
Cynthia A. Niekamp	226,188,483	61,549,937
Georgia R. Nelson	211,802,450	75,935,970

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

For	Against	Abstain
297,090,751	8,359,460	784,404

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
237,341,614	48,034,697	2,362,109	18,496,195

On April 24, 2019, the Company's Board of Directors declared a cash dividend of 15 cents per share, payable June 17, 2019, to shareholders of record as of June 3, 2019. The cash dividend authorization is described in the press release dated April 25, 2019, and attached hereto as Exhibit 99.1.

The following are furnished as an exhibit to this report:

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

Date: April 24, 2019 By: /s/ Scott C. Morrison
Name: Scott C. Morrison
Title: Senior Vice President and Chief Financial Officer