

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

June 26, 2015
(Date of earliest event reported)

BALL CORPORATION

(Exact name of Registrant as specified in its charter)

Indiana
(State of
Incorporation)

001-07349
(Commission
File No.)

35-0160610
(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))
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Ball Corporation
Current Report on Form 8-K
Dated June 26, 2015

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

On June 26, 2015, Ball Corporation (the “Company”) filed Articles of Amendment of the Amended Articles of Incorporation with the Indiana Secretary of State (the “Amendment”) in order to effectuate an amendment to the Company’s Articles of Incorporation, as last amended on August 7, 2006 (the “Articles”), that was approved by a vote of the shareholders at the April 29, 2015, annual meeting of the Company’s shareholders. The Amendment is attached hereto as Exhibit 3(ii)(a). Additionally, the Company filed Articles of Correction of the Amended Articles of Incorporation to correct certain incorrect statements included in the Articles (the “Correction”). The Correction is attached hereto as Exhibit 3(ii)(b). Both the Amendment and the Correction will be effective as of June 26, 2015.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following are furnished as exhibits to this report:

| | |
|------------------|---|
| Exhibit 3(ii)(a) | Articles of Amendment of the Amended Articles of Incorporation, dated as of June 26, 2015 |
| Exhibit 3(ii)(b) | Articles of Correction of the Amended Articles of Incorporation, dated June 26, 2015 |

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/ Charles E. Baker

Name: Charles E. Baker

Title: Vice President, General Counsel and Corporate Secretary

Date: June 26, 2015

Ball Corporation
Form 8-K
June 26, 2015

EXHIBIT INDEX

| Description | Exhibit |
|---|----------------|
| Articles of Amendment of the Amended Articles of Incorporation, dated as of June 26, 2015 | 3(ii)(a) |
| Articles of Correction of the Amended Articles of Incorporation, dated June 26, 2015 | 3(ii)(b) |

**ARTICLES OF AMENDMENT
OF THE
AMENDED ARTICLES OF INCORPORATION
OF
BALL CORPORATION**

The above corporation (hereinafter referred to as the “Corporation”) existing pursuant to the Indiana Business Corporation Law, as amended (the “Act”), desiring to give notice of corporate action effectuating amendment of certain provisions of its Amended Articles of Incorporation, as amended, sets forth the following facts:

**ARTICLE I
NAME OF CORPORATION; DATE OF INCORPORATION**

Section 1.01. **Name.** The name of the Corporation is Ball Corporation.

Section 1.02. **Date of Incorporation.** The date of incorporation of the Corporation is December 19, 1922.

**ARTICLE II
AMENDMENT**

Section 2.01. **Amendment.** The Amended Articles of Incorporation are hereby amended to add Article X, Section A, as set forth below, with the subsequent Articles to be renumbered consecutively thereafter:

“Article X—Section A. Election

Each director shall be elected by a majority of the votes cast either in person or by proxy and entitled to vote at any meeting for the election of directors at which a quorum is present; provided, however, that if as of the record date for the meeting there are more nominees than positions on the board to be filled by election at such meeting, each director shall be elected by a plurality of the votes cast by the shares represented in person or by proxy at such meeting and entitled to vote on the election of directors.”

**ARTICLE III
MANNER AND DATE OF ADOPTION AND VOTE**

Section 3.01. **Action by Directors.** The Board of Directors of the Corporation duly adopted a resolution approving the terms and provisions of the Articles of Amendment of the Amended Articles of Incorporation as set forth in these Articles of Amendment. The resolution was duly adopted at a meeting of the Board of Directors held on February 4, 2015, at which a quorum was present. The vote complied with the requirements set forth in the Bylaws of the Corporation.

Section 3.02. **Action by Shareholders.** The Articles of Amendment were adopted by the vote of holders of common stock during a meeting called by the Board of Directors on April 29, 2015, at which a quorum was present. The results of such vote are as follows:

| | |
|--|----------------------|
| DESIGNATION OF SHAREHOLDERS: | Common Stock Holders |
| SHARES ENTITLED TO VOTE: | 137,506,291 |
| NUMBER OF SHARES REPRESENTED AT MEETING: | 122,799,946 |
| NUMBER OF VOTES CAST IN FAVOR: | 111,240,429 |
| NUMBER OF VOTES CAST AGAINST: | 1,346,816 |

Section 3.03. **Adoption Date.** The date of the adoption of the foregoing amendment is April 29, 2015.

Section 3.04. **Effective Date.** The Effective date of the Articles of Amendment of the Amended Articles of Incorporation is the date of filing of the Articles of Amendment.

Section 3.05. **Compliance with Legal Requirements.** The manner of the adoption of these Articles of Amendment of the Amended Articles of Incorporation and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Amended Articles of Incorporation, and the Bylaws of the Corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned officer of the Corporation executes these Articles of Amendment of the Amended Articles of Incorporation of the Corporation, and verifies, subject to penalties of perjury, that the facts contained herein are true, this 26th day of June 2015.

Ball Corporation, an Indiana corporation

By: /s/ Charles E. Baker

Printed: Charles E. Baker

Title: Vice President

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**ARTICLES OF CORRECTION OF
AMENDED ARTICLES OF INCORPORATION
OF
BALL CORPORATION**

Name of Corporation: Ball Corporation, an Indiana corporation incorporated in Indiana on December 19, 1922 (the "Corporation").

1. The Articles of Correction are filed to correct the Amended Articles of Incorporation of Ball Corporation, filed in the Office of the Indiana Secretary of State on April 29, 1985, as have subsequently been amended to the date hereof, including as amended by Articles of Amendment filed earlier on the date hereof (as amended, the "Amended Articles of Incorporation").
2. These Articles of Correction are filed to correct incorrect statements.
3. Please find below the incorrect statements followed directly thereafter by the corrected statements.

Incorrect Statement in Article IV:

"ARTICLE IV

Principal Office and Resident Agent

The post-office address of the principal office of the Corporation is 345 South High Street, Muncie, Indiana 47305; and the name and post-office address of its Resident Agent at the time of adoption of these Amended Articles is C T Corporation System, One North Capitol Avenue, Indianapolis, Indiana 46204."

Corrected Statement:

"ARTICLE IV

Principal Office and Registered Agent

The address of the Corporation's principal office and the address of the Corporation's registered office and the name of its registered agent at that office in Indiana, as of the filing date of the Corporation's last Biennial Report filed with the Indiana Secretary of State in accordance with Indiana Code Section 23-1-53-3, are as set forth in such report."

Incorrect Statement in Article XI (as renumbered as a result of the Articles of Amendment filed earlier on the date hereof):

"ARTICLE XI

Names and Addresses of Directors

The names and post-office addresses of the Corporation's Board of Directors holding office at the time of adoption of these Amended Articles are as follows:

| Name | Number and Street | City and State |
|----------------------|----------------------------|-------------------------|
| Howard M. Dean | 3600 North River Road | Franklin Park, Illinois |
| John W. Fisher | 345 South High Street | Muncie, Indiana |
| Richard M. Gillett | One Vandenberg Center | Grand Rapids, Michigan |
| Henry C. Goodrich | 1900 Fifth Avenue, North | Birmingham, Alabama |
| A. Malcolm McVie | 3731 Bay Road, North Drive | Indianapolis, Indiana |
| Robert H. Mohlman | 3860 East 79th Street | Indianapolis, Indiana |
| Alvin M. Owsley, Jr. | 3000 One Shell Plaza | Houston, Texas |
| William L. Peterson | 345 South High Street | Muncie, Indiana |
| Richard M. Ringoen | 345 South High Street | Muncie, Indiana |
| Delbert C. Staley | 400 Westchester Avenue | White Plains, New York |
| William P. Stiritz | Checkerboard Square | St. Louis, Missouri” |

Corrected Statement:

“ARTICLE XI

Names and Business Addresses of Directors

The names and business addresses of the Corporation’s directors, as of the filing date of the Corporation’s last Biennial Report filed with the Indiana Secretary of State in accordance with Indiana Code Section 23-1-53-3, are as set forth in such report.”

Incorrect Statement in Article XII (as renumbered as a result of the Articles of Amendment filed earlier on the date hereof):

“ARTICLE XII

**Names and Addresses of the Chairman of the Board,
the President and Chief Executive Officer,
and the Corporate Secretary**

The names and post-office addresses of the Corporation’s Chairman of the Board, the President and Chief Executive Officer, and the Corporate Secretary at the time of adoption of these Amended Articles are as follows:

| Name | Number and Street | City and State |
|---|--------------------------|-----------------------|
| John W. Fisher, Chairman of the Board | 345 South High Street | Muncie, Indiana |
| Richard M. Ringoen, President and Chief Executive Officer | 345 South High Street | Muncie, Indiana |
| George A. Sissel, Corporate Secretary” | 345 South High Street | Muncie, Indiana |

Corrected Statement:

“ARTICLE XII

**Names and Business Addresses of the Secretary
and the Highest Executive Officer of the Corporation**

The names and business addresses of the Corporation’s secretary and the Corporation’s highest executive officer, as of the filing date of the Corporation’s last Biennial Report filed with the Indiana Secretary of State in accordance with Indiana Code Section 23-1-53-3, are as set forth in such report.”

4. The incorrect statements identified above are incorrect for the following reasons:

Article IV of the Amended Articles of Incorporation contains an inaccurate statement as it identifies the Corporation’s principal office as the prior location in Muncie, Indiana and not the current location of the principal office at 10 Longs Peak Dr., Broomfield, Colorado, 80021. The provision of the Amended Articles of Incorporation stating the location of the principal office dates back to the filing of amended articles of incorporation on April 29, 1985 under the prior corporate statute. Under the current applicable provisions of the Indiana Business Corporation Law, the term “principal office” means the office (in or out of Indiana) so designated in the annual or biennial report where the principal executive offices of the corporation are located. IC 23-1-20-19. Under IC 23-1-53-3, the Corporation is required to deliver a biennial report to the Secretary of State setting forth the address of its principal office, as so defined, which the Corporation duly filed, identifying the current address of its principal office as noted above.

The portions of Articles IV, XI (as renumbered as a result of the Articles of Amendment filed earlier on the date hereof) and XII (as renumbered as a result of the Articles of Amendment filed earlier on the date hereof) identifying the names and relevant addresses of the Corporation’s resident agent (the term “registered” agent now being used under the Indiana Business Corporation Law), directors and officers, respectively, are likewise stale and inaccurate. The introductory language to the Amended Articles of Incorporation, as amended, provides that “[t]he exact text of the entire Amended Articles of Incorporation of the Corporation, as amended (hereinafter referred to as the “Amended Articles”), is as follows:” Notably, the definition of Amended Articles, as written, makes reference to subsequent text constituting the articles of incorporation, however that subsequent text was thereafter amended by several filed amendments. Therefore, the language within Articles IV, XI and XII referring to the “time of adoption of these Amended Articles” grammatically refers to certain provisions that were adopted at later dates, including the date of the last amendment of the Amended Articles of Incorporation. Thus, as of the date hereof, being the date of the last amendment to the Amended Articles of Incorporation, the information contained in Articles IV, XI and XII, as applicable, is incorrect.

The Corporation notes that it has on file with the Indiana Secretary of State (i) the correct address of the Corporation's principal office and the address of the Corporation's registered office and the name of its registered agent at that office in Indiana, (ii) correct names and business addresses of the Corporation's directors and (iii) correct names and business addresses of the Corporation's secretary and the Corporation's highest executive officer. In addition, the Corporation has filed with the U.S. Securities & Exchange Commission various periodic and other reports required by the Securities and Exchange Act of 1934, as amended, and the rules and regulations thereunder, which identify, as applicable, the address of the Corporation's principal executive office and the names of its then-current directors and officers.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer acting for and on behalf of Ball Corporation, verifies and affirms, subject to the penalties of perjury, that the facts contained herein are true and has caused these Articles of Correction to be executed.

Dated this 26th day of June, 2015.

Ball Corporation, an Indiana corporation

By: /s/ Charles E. Baker

Printed: Charles E. Baker

Title: Vice President

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