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

August 22, 2017
(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 August 22, 2017

Item 1.01 Entry into a Material Definitive Agreement

On August 22, 2017, Ball Corporation (the "Company") closed on a purchase agreement (the "Agreement") by and among the Company with Prudential Insurance Company of America ("Prudential"), for certain Ball and Rexam U.S. pension plans (collectively, the "Plan"). Pursuant to the Agreement, the Plan purchased a group annuity contract from Prudential that will transfer payment obligations for retirement pension benefits owed to certain Ball and Rexam retirees in the U.S. (or their beneficiaries) ("In-Pay Participants") to Prudential.

Beginning in November 2017, the pension benefit payment obligations for approximately 11,000 In-Pay Participants will be transferred to Prudential, which will guarantee the pension benefits of the In-Pay Participants. By transferring the payment obligations to Prudential, the Company will reduce its U.S. qualified pension plan liabilities by approximately $220 million.

All In-Pay Participants will continue to receive their benefits from the Plan until October 31, 2017, at which time Prudential will assume responsibility for payments to the In-Pay Participants as well as administrative and customer service support.

The foregoing description does not purport to be complete and is qualified in its entirety by the provisions of the Agreement.

Item 7.01 Regulation FD Disclosure

On August 22, 2017, the Company issued a press release announcing that it closed on the Agreement described in Item 1.01 above. The press release is furnished as Exhibit 99.1 to this Form 8-K. The information furnished in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Item 8.01 Other Events

As a result of the transactions described under Item 1.01 above, the Company expects to recognize in the third quarter 2017 a non-cash non-comparable settlement charge to net income of approximately $40 million.

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: August 22, 2017

Ball Corporation
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August 22, 2017

EXHIBIT INDEX

Description	Exhibit No.
Ball Corporation Press Release dated August 22, 2017	99.1

Exhibit 99.1

News Release

For Immediate Release
www.ball.com

Investor Contact: Ann T. Scott
(303) 460-3537, ascott@ball.com
Media Contact: Renee Robinson
(303) 460-2476, rarobins@ball.com

Ball Announces Purchase Agreement for Group Annuity Contracts

BROOMFIELD, Colo., August 22, 2017 — Ball Corporation (NYSE: BLL) today announced that it has closed on a purchase agreement with The Prudential Insurance Company of America for a group annuity contract that will transfer payment responsibility liabilities for retirement pension benefits owed to approximately 11,000 Ball and Rexam retirees in the U.S.

Starting November 2017, Prudential will begin making benefits payments and providing administrative services to the affected retirees. Though the payer name will change, retirees will receive the same monthly benefit they have been receiving from Ball and will receive more detailed information on the change via mail within the coming weeks. By selling these obligations to Prudential, Ball will reduce its projected pension benefit obligation by approximately $220 million.

"With this change, Ball is lowering the cost and effectively managing the risk associated with its U.S. pension plans, as well as streamlining their administration," said Scott C. Morrison, senior vice president and chief financial officer.

Ball expects to incur a non-cash, non-comparable settlement charge of approximately $40 million in the third quarter. This action does not change the company's previously stated pension funding plans, comparable free cash flow or comparable earnings targets. The agreements do not impact any benefits provided to current employees.

Willis Towers Watson served as strategic advisor to Ball Corporation in this transaction.

About Ball Corporation

Ball Corporation supplies innovative, sustainable packaging solutions for beverage, food and household products customers, as well as aerospace and other technologies and services primarily for the U.S. government. Ball Corporation and its subsidiaries employ 18,450 people worldwide and 2016 net sales were $9.1 billion. For more information, visit www.ball.com, or connect with us on Facebook or Twitter.

About Prudential

Prudential Retirement delivers retirement plan services and solutions for public, private and non-profit organizations. Prudential Retirement is a business unit of The Prudential Insurance Company of America (PICA), Newark, NJ, a Prudential Financial company. Prudential Financial, Inc. is one of the world's largest financial institutions with $1.30 trillion in assets under management as of March 31, 2017. With more than 90 years of retirement experience, Prudential Retirement helps meet the needs of 4 million participants and annuitants, and has $395.5 billion in retirement assets as of March 31, 2017. Each year they pay more than $9 billion in gross pension benefit payments to annuitants. For more information, please visit www.prudential.com.

Forward-Looking Statements

This release contains "forward-looking" statements concerning future events and financial performance. Words such as "expects," "anticipates," "estimates," "believes," "targets," "likely" and similar expressions typically identify forward-looking statements, which are generally any statements other than statements of historical fact. Such statements are based on current expectations or views of the future and are subject to risks and uncertainties, which could cause actual results or events to differ materially from those expressed or implied. You should therefore not place undue reliance upon any forward-looking statements and any of such statements should be read in conjunction with, and, qualified in their entirety by, the cautionary statements referenced below. The company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Key factors, risks and uncertainties that could cause actual outcomes and results to be different are summarized in filings with the Securities and Exchange Commission, including Exhibit 99 in our Form 10-K, which are available on our website and at www.sec.gov. Additional factors that might affect: a) our packaging segments include product demand fluctuations; availability/cost of raw materials; competitive packaging, pricing and substitution; changes in climate and weather; competitive activity; failure to achieve synergies, productivity improvements or cost reductions; mandatory deposit or other restrictive packaging laws; customer and supplier consolidation, power and supply chain influence; changes in major customer or supplier contracts or a loss of a major customer or supplier; political instability and sanctions; currency controls; and changes in foreign exchange or tax rates; b) our aerospace segment include funding, authorization, availability and returns of government and commercial contracts; and delays, extensions and technical uncertainties affecting segment contracts; c) the company as a whole include those listed plus: changes in senior management; regulatory action or issues including tax, environmental, health and workplace safety, including U.S. FDA and other actions or public concerns affecting products filled in our containers, or chemicals or substances used in raw materials or in the manufacturing process; technological developments and innovations; litigation; strikes; labor cost changes; rates of return on assets of the company's defined benefit retirement plans; pension changes; uncertainties surrounding geopolitical events and governmental policies both in the U.S. and in other countries, including the U.S. government elections, budget, sequestration and debt limit; reduced cash flow; ability to achieve cost-out initiatives and synergies; interest rates affecting our debt; and successful or unsuccessful acquisitions and divestitures, including with respect to the Rexam PLC acquisition and its integration, or the associated divestiture; the effect of the acquisition or the divestiture on our business relationships, operating results and business generally.

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