

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)

<u>Indiana</u>	<u>001-07349</u>	<u>35-0160610</u>
(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.

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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.

**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
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.

For	Against	Abstain	Broker Non-Votes
237,341,614	48,034,697	2,362,109	18,496,195

**Item 8.01 Other Events.**

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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:

<b>Exhibit No.</b>	<b>Description</b>
3.ii	<a href="#"><u>Article 3, Section A of the Amended Bylaws</u></a>
99.1	<a href="#"><u>Press release dated April 25, 2018</u></a>

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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

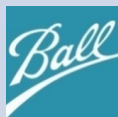
Date: April 24, 2019

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

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Number and Terms of Office: The business of the Corporation shall be controlled and managed in accordance with the Indiana Business Corporation Law by a board of nine directors, divided into classes as provided in the Amended Articles of Incorporation.

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**News Release**  
**For Immediate Release**  
[www.ball.com](http://www.ball.com)

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## **Ball Corporation Board Increases Quarterly Dividend, Shareholders Reelect Board Members**

**BROOMFIELD, Colo.,** April 24, 2019 — Ball Corporation's (NYSE: BLL) board of directors today increased the company's quarterly cash dividend by 50 percent to 15 cents per share.

"This dividend increase, coupled with our ongoing share repurchase program, allows us to return significant value to our shareholders while also maintaining the flexibility to continue investing in and growing our business," said Scott C. Morrison, Ball's senior vice president and chief financial officer.

The cash dividend of 15 cents per share is payable June 17, 2019, to shareholders of record as of June 3, 2019.

Additionally, at the company's annual meeting today, Ball shareholders reelected Daniel J. Heinrich, Georgia R. Nelson and Cynthia A. Niekamp to the board to serve three-year terms expiring in 2022. The board of directors also appointed Stuart A. Taylor II as lead independent director. Robert W. Alspaugh, who has served as a director since 2008, and Theodore M. Solso, who has served as a director since 2003 and as lead independent director since 2013, both retired from the board today.

Ball will announce its first quarter 2019 earnings on Thursday, May 2, 2019. Conference call details are below.

Ball Corporation supplies innovative, sustainable packaging solutions for beverage, personal care 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 17,500 people worldwide and 2018 net sales were \$11.6 billion. For more information, visit [www.ball.com](http://www.ball.com), or connect with us on [Facebook](#) or [Twitter](#).

### **Conference Call Details**

Ball Corporation (NYSE: BLL) will announce its first quarter 2019 earnings on Thursday, May 2, 2019, before trading begins on the New York Stock Exchange. At 9 a.m. Mountain time on that day (11 a.m. Eastern), Ball will hold its regular quarterly conference call on the company's results and performance.

The North American toll-free number for the call is 888-222-3241. International callers should dial 303-223-4392. Please use the following URL for a webcast of the live call:

<https://edge.media-server.com/m6/p/pri3eydh>

For those unable to listen to the live call, a taped replay will be available from 11 a.m. Mountain time on May 2, 2019, until 11 a.m. Mountain time on May 9, 2019. To access the replay, call 800-633-8284 (North American callers) or 402-977-9140 (international callers) and use reservation number 21920272.

A written transcript of the call will be posted within 48 hours of the call's conclusion to Ball's website at [www.ball.com/investors](http://www.ball.com/investors) under "news and presentations."

#### **Forward-Looking Statements**

This release contains "forward-looking" statements concerning future events and financial performance. Words such as "expects," "anticipates," "estimates," "believes," "targets," "likely," "positions" 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 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](http://www.sec.gov). Additional factors that might affect: a) our packaging segments include product demand fluctuations; availability/cost of raw materials and logistics; competitive packaging, pricing and substitution; changes in climate and weather; footprint adjustments and other manufacturing changes; 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; changes in foreign exchange or tax rates, including due to the effects of the 2017 U.S. Tax Cuts and Jobs Act; and tariffs, trade actions, or other governmental actions in any country affecting goods produced by us or in our supply chain, including imported raw materials, such as pursuant to section 232 of the U.S. Trade Expansion Act of 1962; 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; interest rates affecting our debt; and successful or unsuccessful joint ventures, 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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