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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**

**January 26, 2022**

(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.)

**9200 W. 108<sup>th</sup> Circle, P.O. Box 5000, Westminster, 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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, without par value	BLL	NYSE

**Ball Corporation**  
**Current Report on Form 8-K**  
**Dated January 28, 2022**

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

On January 26, 2022, the Board of Directors (the “Board”) of Ball Corporation (the “Company”) approved amendments to the Company’s amended by-laws (the “Bylaws”) (1) to opt out of the classified board structure previously required under the Indiana Business Corporation Law, (2) to permit shareholders to amend the Bylaws, and (3) to increase the retirement age for directors to 75 years of age from 72 years of age. In line with these changes, the Board intends to recommend the Company’s shareholders approve amendments to the Company’s articles of incorporation to declassify the Board and to expressly permit shareholders to amend the Bylaws at the Company’s 2022 shareholders’ meeting.

The amendments are described in the press release dated January 26, 2022, and attached hereto as Exhibit 99.1, which is incorporated herein by reference. A copy of the amendments to the Bylaws are attached hereto as Exhibit 3.ii, which is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On December 20, 2021, Platinum Equity and Ball Corporation issued a press release announcing the signing of a definitive agreement to sell their respective equity investments in Ball Metalpack to Sonoco in a transaction valued at approximately \$1.35 billion. Closing of the transaction was completed on January 26, 2022, and the Company received approximately \$300 million in cash, subject to customary closing adjustments.

The information furnished in this report shall neither 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 liability of that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 8.01 Other Events.**

On January 26, 2022, the Board declared a cash dividend of 20 cents per share, payable March 15, 2022, to shareholders of record as of March 1, 2022. The cash dividend authorization is described in the press release dated January 26, 2022, and attached hereto as Exhibit 99.1, which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

Exhibits.

The following are furnished as exhibits to this report:

3.ii	<a href="#">Article 3, Bylaw Amendments</a>
99.1	<a href="#">Press release dated January 26, 2022</a>
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



## 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: January 28, 2022

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Ball Corporation  
Form 8-K  
January 28, 2022

EXHIBIT INDEX

Description	Exhibit
<a href="#">Article 3, Bylaw Amendments</a>	3.ii
<a href="#">Ball Corporation Press Release dated January 26, 2022</a>	99.1

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**Article Three**  
**Directors**

**Section A. 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 thirteen directors. The corporation elects not to be governed by IND. CODE §23-1-33-6(c).

**Section B. Eligibility.** No person shall be eligible for election or reelection as a director after having attained the age of seventy-five prior to or on the day of election or reelection. A director who attains the age of seventy-five during his or her term of office shall be eligible to serve only until the annual meeting of shareholders of the corporation next following such director's seventy-fifth birthday, or until his or her successor is elected and qualified.

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

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## **Ball Board Declares Quarterly Dividend; Approves Governance Changes**

**WESTMINSTER, Colo.,** January 26, 2022 — Ball Corporation's (NYSE: BLL) board of directors (the "Board") today declared a cash dividend of 20 cents per share, payable March 15, 2022, to shareholders of record as of March 1, 2022.

In addition, following a review of the company's governance profile, the Board has amended the company's bylaws (1) to opt out of the classified board structure required by the Indiana Business Corporation Law, (2) to permit shareholders to amend the bylaws, and (3) to increase the retirement age for directors to 75 years of age from 72 years of age. In line with these changes, the Board intends to recommend the company's shareholders approve amendments to the company's articles of incorporation to declassify the Board and to expressly permit shareholders to amend the bylaws at the company's 2022 shareholders' meeting.

Ball will announce its fourth quarter 2021 earnings on Thursday, Jan. 27, 2022. Conference call details are below.

### **Conference Call Details**

Ball Corporation (NYSE: BLL) will announce its fourth quarter 2021 earnings on Thursday, Jan. 27, 2022, at 9 a.m. Mountain time (11 a.m. Eastern). The North American toll-free number for the call is 877-256-3243. International callers should dial +1 212-231-2919. Please use the following URL for a webcast of the live call:

**<https://edge.media-server.com/mmc/p/vurbtc23>**

For those unable to listen to the live call, a taped replay will be available from 11 a.m. Mountain time on Jan. 27, 2022, until 11 a.m. Mountain time on February 3, 2022. To access the replay, call 800-633-8284 (North American callers) or +1 402-977-9140 (international callers) and use reservation number 22002488. 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."

### **About Ball Corporation**

Ball Corporation supplies innovative, sustainable aluminum 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 21,500 people worldwide and reported 2020 net sales of \$11.8 billion. For more information, visit [www.ball.com](http://www.ball.com), or connect with us on Facebook or Twitter.

## Forward-Looking Statements

This release contains "forward-looking" statements concerning future events and financial performance. Words such as "expects," "anticipates," "estimates," "believes," 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 they 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 capacity, supply, and demand constraints and fluctuations and changes in consumption patterns; availability/cost of raw materials, equipment, and logistics; competitive packaging, pricing and substitution; changes in climate and weather; footprint adjustments and other manufacturing changes, including the startup of new facilities and lines; failure to achieve synergies, productivity improvements or cost reductions; unfavorable mandatory deposit or packaging laws; customer and supplier consolidation; power and supply chain interruptions; changes in major customer or supplier contracts or loss of a major customer or supplier; inability to pass through increased costs; political instability and sanctions; currency controls; changes in foreign exchange or tax rates; and tariffs, trade actions, or other governmental actions, including business restrictions and shelter-in-place orders in any country or jurisdiction affecting goods produced by us or in our supply chain, including imported raw materials; 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 above plus: the extent to which sustainability-related opportunities arise and can be capitalized upon; changes in senior management, succession, and the ability to attract and retain skilled labor; regulatory actions or issues including those related to tax, ESG reporting, competition, 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; the ability to manage cyber threats; litigation; strikes; disease; pandemic; labor cost changes; inflation; rates of return on assets of the company's defined benefit retirement plans; pension changes; uncertainties surrounding geopolitical events and governmental policies, including policies, orders, and actions related to COVID-19; reduced cash flow; interest rates affecting our debt; and successful or unsuccessful joint ventures, acquisitions and divestitures, and their effects on our operating results and business generally.

## Important Additional Information Regarding Proxy Solicitation

The company intends to file a proxy statement and accompanying proxy card with the U.S. Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies for the company's 2022 annual



meeting of shareholders (the “Proxy Statement” and such meeting the “2022 Annual Meeting”). The company, its directors and certain of its executive officers will be participants in the solicitation of proxies from shareholders in respect of the 2022 Annual Meeting. Information regarding the names of the company’s directors and executive officers and their respective interests in the company by security holdings or otherwise is set forth in the company’s proxy statement for the 2021 annual meeting of shareholders, filed with the SEC on March 15, 2021 (the “2021 Proxy Statement”). To the extent holdings of such participants in the company’s securities have changed since the amounts described in the 2021 Proxy Statement, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Additional information can also be found in the company’s Annual Report on Form 10-K for the year ended December 31, 2020, filed with the SEC on February 17, 2021. Details concerning the company’s nominees for election to the Board at the 2022 Annual Meeting will be included in the Proxy Statement. BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE COMPANY’S DEFINITIVE PROXY STATEMENT AND ANY AMENDMENTS AND SUPPLEMENTS THERETO BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. These documents, including the definitive Proxy Statement (and any amendments or supplements thereto) and other documents filed by the Company with the SEC, are available for no charge at the SEC’s website at <http://www.sec.gov> and on the company’s website at [www.ball.com/investors](http://www.ball.com/investors).

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