
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

April 27, 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. 108th 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 May 3, 2022

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

Departure of Director

Mr. Daniel J. Heinrich, who has served as a director since 2016 elected to retire from the Board of Directors, effective April 27, 2022. The Board of Directors thanks Mr. Heinrich for his service.

Appointment of Officer

As announced on January 26, 2022, Daniel W. Fisher became President and Chief Executive Officer of Ball Corporation, effective April 27, 2022.

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

On April 27, 2022, the Shareholders of Ball Corporation (the “Company”) approved an amendment to the Company’s amended articles of incorporation (the “Articles”) and amended by-laws (the “Bylaws”) (1) to opt out of the classified board structure required by the Indiana Business Corporation Law commencing with the election of directors at the Annual Meeting of Shareholders to be held in 2023, and (2) to permit shareholders, in addition to the directors, to amend the bylaws. These changes to the Articles have been filed with the Secretary of State of Indiana. Exhibit 3(i) attached hereto provides the text of the amendment.

On April 27, 2022, the Board of Directors of the Company amended the Bylaws to decrease the number of directors from thirteen to twelve, by decreasing to four the number of director positions in Class I. 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 27, 2022, 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.

<u>Director</u>	<u>For</u>	<u>Withheld</u>
Dune E. Ives	269,732,000	1,150,668
Georgia R. Nelson	251,166,294	19,716,374
Cynthia A. Niekamp	264,981,752	5,900,916
Todd A. Penegor	264,062,528	6,820,140

2. Ratification of the appointment of PricewaterhouseCoopers LLP as the independent auditor for the Company for 2022.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
265,685,615	19,054,516	199,694

3. Approval, by non-binding advisory vote, of the compensation of the Named Executive Officers as disclosed in the 2022 Proxy Statement.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
250,231,806	19,704,710	946,152	14,057,157

4. Approval, of the proposed amendment to the Corporation's articles of incorporation to declassify the Board of Directors, as disclosed in the 2022 Proxy Statement.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
267,082,643	2,766,954	1,033,071

5. Approval, of the proposed amendment to the Corporation's articles of incorporation to permit shareholders to amend the bylaws, as disclosed in the 2022 Proxy Statement.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
267,738,753	2,414,552	729,363

Item 8.01 Other Events.

Since the company's initial public offering in 1972, Ball stock has traded under the ticker symbol BLL—four letter ticker symbols were previously unavailable. We are changing our ticker to BALL effective May 10, 2022. The transition will be coordinated through the New York Stock Exchange and the company's shareholder recordkeeper and transfer agent, Computershare.

Item 9.01 Financial Statements and Exhibits

Exhibits.

The following are furnished as exhibits to this report:

Exhibit 3.i	Articles of Amendment of the Amended Articles of Incorporation
Exhibit 3.ii	Article 3, Section A and Article 7 of the Amended Bylaws
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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EXHIBIT INDEX

<u>Description</u>	<u>Exhibit</u>
Articles of Amendment of the Amended Articles of Incorporation	3.i
Article 3, Section A and Article 7 of the Amended Bylaws	3.ii

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 and General Counsel

Date: May 3, 2022

**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 (the "Articles of Incorporation"), 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.
AMENDMENTS**

Section 2.01. *Article IX of the Articles of Incorporation is amended as follows, with deletions indicated by strike-outs and additions indicated by underlining:*

Section A. Number and Term

The maximum number of directors shall be fifteen (15) and the minimum number shall be nine (9). The exact number may from time to time be specified by the Bylaws of the Corporation at not less than nine (9) nor more than fifteen (15). If the number of directors is not specified by the Bylaws, the number shall be twelve (12). Subject to the rights, if any, of the holders of shares of any class or series of Preferred Stock then outstanding to elect directors under specified circumstances as may be required by The Indiana General Corporation Act or applicable regulations the New York Stock Exchange, Inc., the Midwest Stock Exchange, Inc., or other exchanges on which the Corporation's capital stock may be listed, until the election of directors at the Annual Meeting of Shareholders to be held in 2023, the directors shall be classified with respect to the time for which they severally hold office, into three (3) classes, as nearly equal in number as possible, as shall be specified by the Bylaws, one (1) class to be originally elected for a term expiring at the Annual Meeting of Shareholders to be held in 1986, another class to be originally elected for a term expiring at the Annual Meeting of Shareholders to be

held in 1987, and another class to be originally elected for a term expiring at the Annual Meeting of Shareholders to be held in 1988, with each director to hold office until his successor is elected and qualified. ~~At each~~ Until the Annual Meeting of Shareholders of the Corporation to be held in 2023, the successor of each director whose term expires at that Meeting shall be elected to hold office for a term expiring at the Annual Meeting of Shareholders held in the third year following the year of his election, or until his successor is elected and qualified. Commencing with the election of directors at the Annual Meeting of Shareholders to be held in 2023, the classification of the Board of Directors shall terminate and all directors shall as of such meeting and thereafter be elected for a one-year term expiring at the next Annual Meeting of Shareholders.

Section 2.02. *The Articles of Incorporation are amended by adding the following Article XV:*

**ARTICLE XV
Shareholder Amendments to the Bylaws**

Notwithstanding any other provision of law, these Amended Articles of Incorporation or the Bylaws of the Corporation, the Bylaws of the Corporation may be amended by the majority of the outstanding shares of stock entitled to vote generally in 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 resolutions on January 26, 2022, approving the terms and provisions of the foregoing Amendments to the Articles of Incorporation and recommended the Amendments to the shareholders of the Corporation. The vote complied with the requirements set forth in the Act, the Articles of Incorporation and the Bylaws of the Corporation. More specifically, on January 26, 2022, the Board of Directors of the Corporation duly adopted resolutions approving an amendment to the Bylaws of the Corporation to add the following statement in Article Three, Section A. of the Bylaws: “The corporation elects not to be governed by IND. CODE §23-1-33-6(c)”, and to remove a statement that directors would be “divided into classes as provided in the Amended Articles of Incorporation.” These changes to the Bylaws were approved to facilitate the amendment to the Articles of Incorporation set forth in Section 2.01 of these Articles of Amendment. Also on January 26, 2022, the Board of Directors of the Corporation duly adopted resolutions approving an amendment to the Bylaws by changing Article Seven of the Bylaws to read as follows, with additions indicated by underlining: “These bylaws may be altered, added to, amended, or repealed by the board of directors of the corporation at any regular or special meeting thereof or by the majority of the outstanding shares of stock entitled to vote generally in the election of directors.” Because IND. CODE §23-1-39-1 states that unless the articles of incorporation provide otherwise, only a corporation’s board of directors may amend or repeal the corporation’s bylaws, the determination of the Board of Directors to permit shareholders holding a majority of the outstanding shares of common stock to amend the Bylaws also required an amendment to the Articles of Incorporation also permitting such shareholders to amend the Bylaws. Accordingly,

the Board of Directors approved the amendment set forth in Section 2.02 of these Articles of Amendment.

Section 3.02 Action by Shareholders. The foregoing Amendments to the Articles of Incorporation were approved by the shareholders of the Corporation by a vote of the holders of shares of common stock of the Corporation, being the only voting group entitled to vote on the Amendments, at a meeting thereof duly convened and held on April 27, 2022, at which a quorum was present.

The result of such vote is as follows:

DESIGNATION OF SHAREHOLDERS:	Declassify the Board Common Stock Holders	Permit Shareholders to Amend Bylaws Common Stock Holders
NUMBER OF OUTSTANDING SHARES / VOTES ENTITLED TO BE CAST:	321,212,216	321,212,216
NUMBER OF SHARES / VOTES REPRESENTED AT MEETING:	284,939,825	284,939,825
NUMBER OF VOTES CAST IN FAVOR:	267,082,643	267,738,753
NUMBER OF VOTES CAST AGAINST:	2,766,954	2,414,552
PERCENTAGE OF OUTSTANDING FOR:	83.14%	83.35%

The number of votes cast for approval of the Amendments by the holders of the shares of common stock was sufficient for approval by such holders.

Section 3.03 Adoption Date. The date of the adoption of each of the foregoing Amendments is April 27, 2022.

Section 3.04 Compliance with Legal Requirements. The manner of the adoption of the foregoing Amendments and these Articles of Amendment of the Articles of Incorporation and the vote by which they were adopted constitute full legal compliance with the Act, the Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE IV.
EFFECTIVE DATE

These Articles of Amendment shall become effective upon filing with the Secretary of State of Indiana.

Article Three, 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 twelve directors. The corporation elects not to be governed by IND. CODE §23-1-33-6(c).

Article Seven. Amendment: These bylaws may be altered, added to, amended, or repealed by the board of directors of the corporation at any regular or special meeting thereof or by the majority of the outstanding shares of stock entitled to vote generally in the election of directors.
