

**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**

**March 14, 2024**  
Date of Report (Date of earliest event reported)

**BALL CORPORATION**  
(Exact name of Registrant as specified in its charter)

**Indiana**  
(State or other jurisdiction  
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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, without par value	BALL	NYSE

**Item 8.01. Other Events.**

On March 14, 2024, Ball Corporation (“Ball”) announced the expiration and final results of its previously announced tender offers (the “Tender Offers”) to purchase (i) any and all of the \$1,000,000,000 aggregate principal amount of Ball’s outstanding 5.25% Senior Notes due 2025 (CUSIP No. 058498AT3) and (ii) any and all of the \$750,000,000 aggregate principal amount of Ball’s outstanding 4.875% Senior Notes due 2026 (CUSIP No. 058498AV8). A copy of the press release announcing the expiration and final results of the Tender Offers is filed hereto as Exhibit 99.1 and incorporated by reference herein.

This report does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation or sale will be made in any jurisdiction in which such an offer, solicitation or sale would be unlawful.

**Item 9.01. Financial Statements and Exhibits.**

Exhibits.

The following are furnished as exhibits to this report:

[Exhibit 99.1 Press Release announcing the expiration and final results of the Tender Offers, dated March 14, 2024.](#)

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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  
(Registrant)

By: /s/ Hannah Lim-Johnson  
Name: Hannah Lim-Johnson  
Title: Senior Vice President, Chief Legal Officer and Corporate Secretary

Date: March 14, 2024

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News Release  
For Immediate Release

**Investor Contact:** Ann T. Scott  
(303) 460-3537, [ascott@ball.com](mailto:ascott@ball.com)  
**Media Contact:** Bradford Walton  
(415) 254-7168, [bradford.walton@ball.com](mailto:bradford.walton@ball.com)

**Ball Corporation Announces Expiration and Final Results of Cash Tender Offers for Certain Outstanding Debt Securities**

WESTMINSTER, Colo., March 14, 2024—Ball Corporation (“Ball”) (NYSE: BALL) announced today the expiration and final results of its previously announced offers to purchase for cash (i) any and all of the \$1,000,000,000 aggregate principal amount of its outstanding 5.25% Senior Notes due 2025 (the “2025 Notes”) and (ii) any and all of the \$750,000,000 aggregate principal amount of its outstanding 4.875% Senior Notes due 2026 (the “2026 Notes”) and, together with the 2025 Notes, the “Notes”). Such offers to purchase are referred to collectively herein as the “Tender Offers” and each, a “Tender Offer.”

The following table lists the aggregate principal amount of each series of Notes that were validly tendered and accepted in each Tender Offer as of 5:00 p.m., New York City time, on March 14, 2024 (such time and date, the “Expiration Time”), according to information provided by D.F. King & Co., Inc., the tender and information agent for the Tender Offers. Withdrawal rights for the Notes expired at 5:00 p.m., New York City time, on February 28, 2024 (the “Early Tender Time”).

Title of Security	CUSIP Number	Principal Amount Outstanding	Aggregate Principal Amount Tendered at Early Tender Time	Aggregate Principal Amount Tendered at Expiration Time <sup>(1)</sup>	Total Consideration (per \$1,000) <sup>(2)</sup>	Tender Offer Consideration (per \$1,000) <sup>(3)</sup>
5.25% Senior Notes due 2025	058498AT3	\$ 1,000,000,000	\$ 804,314,000	\$ 810,672,000	\$ 1,000.00	\$ 970.00
4.875% Senior Notes due 2026	058498AV8	\$ 750,000,000	\$ 492,907,000	\$ 494,031,000	\$ 990.38	\$ 960.38

(1) Includes \$804,314,000 of 2025 Notes and \$492,907,000 of 2026 Notes purchased by Ball on the early settlement date of February 29, 2024.

(2) Total Consideration (as defined below) per \$1,000 principal amount of Notes validly tendered prior to or at the Early Tender Time and accepted for purchase includes the applicable Early Tender Premium (as defined below) and excludes Accrued Interest (as defined below).

(3) Tender Offer Consideration (as defined below) per \$1,000 principal amount of Notes validly tendered after the Early Tender Time and prior to or at the Expiration Time and accepted for purchase excludes the applicable Early Tender Premium and Accrued Interest.

The Tender Offers were made upon the terms and subject to conditions described in the Offer to Purchase, dated February 14, 2024 (the “Offer to Purchase”), which sets forth a detailed description of the Tender Offers.

The applicable total consideration listed in the table above (with respect to each series of Notes, the “Total Consideration”) was paid for each \$1,000 principal amount of the Notes validly tendered (and not validly withdrawn) prior to or at the Early Tender Time and accepted for purchase pursuant to each Tender Offer. The Total Consideration includes an early tender premium of \$30 per \$1,000 principal amount of Notes accepted for purchase (with respect to each series of Notes, the “Early Tender Premium”). Notes validly tendered after the Early Tender Time but prior to or at the Expiration Time and accepted for purchase will receive the Total Consideration minus the Early Tender Premium (with respect to each series of Notes, the “Tender Offer Consideration”).

In addition to the Total Consideration or the Tender Offer Consideration, as applicable, all holders of Notes accepted for purchase will also receive accrued and unpaid interest on Notes validly tendered and accepted for purchase from the applicable last interest payment date up to, but excluding, the applicable settlement date (“Accrued Interest”).

The Tender Offer Consideration, Accrued Interest and the costs and expenses of the Tender Offers are expected to be paid with funds provided by the net cash proceeds from the closing of the previously announced sale of Ball’s aerospace business.

Each Tender Offer expired at the applicable Expiration Time. Payment for the Notes that were validly tendered after the Early Tender Time but prior to or at the Expiration Time and that were accepted for purchase will be made on a date promptly following the Expiration Time, which is currently anticipated to be March 15, 2024, the business day after the Expiration Time.

All conditions to each Tender Offer have been satisfied or waived. Full details of the terms and conditions of the Tender Offers are included in the Offer to Purchase.

#### **Information Relating to the Tender Offers**

Requests for documents relating to the Tender Offers should be directed to D.F. King & Co., Inc., the tender agent and information agent, by telephone at +1 (866) 796-1271 (toll-free) or by email at [ball@dfking.com](mailto:ball@dfking.com). BNP Paribas Securities Corp. and Morgan Stanley & Co. LLC are serving as dealer managers in connection with the Tender Offers. Investors with questions regarding the terms and conditions of the Tender Offers may contact the dealer managers as follows:

BNP Paribas Securities Corp.  
787 Seventh Avenue  
New York, New York 10019  
Attention: Liability Management Group  
Email: [dl.us.liability.management@us.bnpparibas.com](mailto:dl.us.liability.management@us.bnpparibas.com)  
Call Collect: +1 (212) 841-3059  
Call Toll Free: +1 (888) 210-4358

Morgan Stanley & Co. LLC  
1585 Broadway, 6<sup>th</sup> Floor  
New York, New York 10036  
Attention: Liability Management Group  
Email: [debt\\_advisory@morganstanley.com](mailto:debt_advisory@morganstanley.com)  
Call Collect: +1 (212) 761-1057  
Call Toll Free: +1 (800) 624-1808

This press release is for informational purposes only and does not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders with respect to, the Notes. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation or sale would be unlawful. Each Tender Offer was made solely pursuant to the Offer to Purchase made available to holders of the Notes.

## **About Ball Corporation**

Ball Corporation supplies innovative, sustainable aluminum packaging solutions for beverage, personal care and household products customers. Ball Corporation employs 16,000 people worldwide (excluding divested aerospace staff) and reported 2023 net sales of \$14.03 billion.

## **Cautionary Statement Regarding 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. Ball 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 Ball’s Form 10-K, which are available on Ball’s website and at [www.sec.gov](http://www.sec.gov). Additional factors that might affect: a) Ball’s 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 and related events such as drought, wildfires, storms, hurricanes, tornadoes and floods; 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; war, political instability and sanctions, including relating to the situation in Russia and Ukraine and its impact on Ball’s supply chain and its ability to operate in Europe, the Middle East and Africa regions generally; changes in foreign exchange or tax rates; and tariffs, trade actions, or other governmental actions, including business restrictions and orders affecting goods produced by Ball or in its supply chain, including imported raw materials; and b) Ball 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, environmental, social and governance reporting, competition, environmental, health and workplace safety, including U.S. Federal Drug Administration and other actions or public concerns affecting products filled in Ball’s 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 Ball’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 Ball’s debt; successful or unsuccessful joint ventures, acquisitions and divestitures, and their effects on Ball’s operating results and business generally.