

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**BALL CORPORATION**

(Exact name of Registrant as specified in its charter)

Indiana

(State or other jurisdiction of incorporation or organization)

35-0160610

(I.R.S. employer identification no.)

9200 W. 108<sup>th</sup> Circle, P.O. Box 5000, Westminster, CO 80021-2510

(Address of principal executive offices)

**AMENDED AND RESTATED 2013 STOCK AND CASH INCENTIVE PLAN**

(Full title of the plan)

**CT Corporation System, 1675 Broadway, Suite 1200, Denver, Colorado 80202**

(Name and address of agent for service)

**(303) 629-2500**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
	(Do not check if a smaller reporting company)	Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This registration statement registers 15,000,000 shares of common stock, no par value (the “Common Stock”) of Ball Corporation (the “Company”) that may be issued and sold under the Company’s Amended and Restated 2013 Stock and Cash Incentive Plan, as amended, (the “Plan”).

### PART I

#### INFORMATION REQUIRED IN SECTION 10(a) OF THE PROSPECTUS

Item 1. Plan Information\*

Not required to be filed with this registration statement.

Item 2. Registrant Information and Employee Plan Annual Information\*

Not required to be filed with this registration statement.

\*The information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). Such documents need not be filed with the Securities and Exchange Commission (the “SEC”) either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

Ball Corporation (the “Registrant,” “Company” or “Corporation”) hereby incorporates the following documents herein by reference:

- (a) [The Annual Report on Form 10-K of the Registrant for the year ended December 31, 2025.](#)
  - (b) All reports of the Registrant filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Securities Exchange Act”) since December 31, 2025.
  - (c) The Company’s Notice of the 2026 [Annual Meeting of Shareholders and Proxy Statement dated March 17, 2026](#), issued in connection with the Annual Meeting of Shareholders on April 29, 2026.
  - (d) The description of the Company’s Common Stock in the section entitled “Description of Capital Stock” contained in the Company’s [S-3 Registration Statement \(No. 333-287034\) dated and filed on May 7, 2025](#).
  - (e) The Company’s Reports on Form 8-K dated and filed on [April 29, 2026](#).
  - (f) All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing such documents.
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Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modified or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Derek R. Redmond, Associate General Counsel, Ball Corporation, whose legal opinion is attached hereto as Exhibit 5.1, is eligible to participate in the Ball Corporation Employee Stock Purchase Plan.

Item 6. Indemnification of Directors and Officers

Section 23-1-37-8 of the Indiana Business Corporation Law provides as follows:

- (a) A corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:
    - (1) The individual's conduct was in good faith; and
    - (2) The individual reasonably believed:
      - (A) In the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in its best interests; and
      - (B) In all other cases, that the individual's conduct was at least not opposed to its best interests; and
    - (3) In the case of any criminal proceeding, the individual either:
      - (A) Had reasonable cause to believe the individual's conduct was lawful; or
      - (B) Had no reasonable cause to believe the individual's conduct was unlawful.
  - (b) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants and beneficiaries of the plan is conduct that satisfies the requirement of subsection (a)(2)(B).
  - (c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.
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Section B of Article XIII of the Company's Articles of Incorporation provides as follows:

Indemnification of directors, officers and employees shall be as follows:

1. The Corporation shall indemnify each person who is or was a director, officer or employee of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which he is serving or served in any capacity at the request of the Corporation, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, actions, suit or proceeding (whether actual or threatened, brought by or in the right of the corporation or such other corporation, partnership, joint venture, trust or other enterprise, or otherwise, civil, criminal, administrative, investigative, or in connection with an appeal relating thereto), in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation or of such other corporation, partnership, joint venture, trust or other enterprise or by reason of any past or future action taken or not taken in his capacity as such director, officer or employee, whether or not he continues to be such at the time such liability or expense is incurred, provided that such person acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation or such other corporation, partnership, joint venture, trust or other enterprise, as the case may be, and, in addition, in any criminal action or proceedings, had no reasonable cause to believe that his conduct was unlawful. Notwithstanding the foregoing, there shall be no indemnification (a) as to amounts paid or payable to the Corporation or such other corporation, partnership, joint venture, trust or other enterprise, as the case may be, for or based upon the director, officer or employee having gained in fact any personal profit or advantage to which he was not legally entitled; (b) as to amounts paid or payable to the Corporation for an accounting of profits in fact made from the purchase or sale of securities of the corporation within the meaning of Section 16 (b) of the Securities Exchange Act of 1934 and amendments thereto or similar provisions of any state statutory law; or (c) with respect to matters as to which indemnification would be in contravention of the laws of the State of Indiana or of the United States of America whether as a matter of public policy or pursuant to statutory provisions.
  2. Any such director, officer or employee who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right, except to the extent he has otherwise been indemnified. Except as provided in the preceding sentence, any indemnification hereunder shall be granted by the Corporation, but only if (a) the Board of Directors, acting by a quorum consisting of directors who are not parties to or who have been wholly successful with respect to such claim, action, suit or proceeding, shall find that the director, officer or employee has met the applicable standards of conduct set forth in paragraph 1 of this Section B of Article XIII; or (b) outside legal counsel engaged by the Corporation (who may be regular counsel of the Corporation) shall deliver to the corporation its written opinion that such director, officer or employee has met such applicable standards of conduct; or (c) a court of competent jurisdiction has determined that such director, officer or employee has met such standards, in an action brought either by the Corporation, or by the director, officer or employee seeking indemnification, applying *de novo* such applicable standards of conduct. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that a director, officer or employee did not meet the applicable standards of conduct set forth in paragraph 1 of this Section B of Article XIII.
  3. As used in this Section B of Article XIII, the term "liability" shall mean amounts paid in settlement or in satisfaction of judgments or fines or penalties, and the term "expense" shall include, but shall not be limited to, attorneys' fees and disbursements, incurred in connection with the claim, action, suit or proceeding. The Corporation may advance expenses to, or where appropriate may at its option and expense undertake the defense of, any such director, officer or employee upon receipt of an undertaking by or on behalf of such person to repay such expenses if it should ultimately be determined that the person is not entitled to indemnification under this Section B of Article XIII.
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4. The provisions of this Section B of Article XIII shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof. If several claims, issues or matters of action are involved, any such director, officer or employee may be entitled to indemnification as to some matters even though he is not so entitled as to others. The rights of indemnification provided hereunder shall be in addition to any rights to which any director, officer or employee concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such director, officer or employee.

In addition, the Company has purchased and maintains insurance, as permitted by Indiana law, on behalf of its directors and officers against certain losses that may arise out of their employment and which are recoverable under the indemnification provisions of Ball Corporation's Articles of Incorporation.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

- [3.1](#) [Articles of Incorporation of Registrant, as amended, \(filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2025\) filed August 5, 2025](#)
- [3.2](#) [Bylaws of Registrant, as amended \(filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2025\) filed August 5, 2025](#)
- [4.1](#) [Amended and Restated 2013 Stock and Cash Incentive Plan \(filed by incorporation by reference to the S-8 Registration Statement\) filed April 28, 2017](#)
- [4.2](#) [First Amendment to the Amended and Restated 2013 Stock and Cash Incentive Plan](#)
- [5.1](#) [Opinion of Derek R. Redmond as to the legality of the securities being registered](#)
- [23.1](#) [Consent of PricewaterhouseCoopers LLP](#)
- [23.2](#) [Consent of Derek R. Redmond \(included in the opinion filed as Exhibit 5.1\)](#)
- [24.](#) [Power of Attorney \(included on the signature page hereto\)](#)

Item 9. Undertakings

A. The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - a. To include any prospectus required by Section 10(a)(3) of the Securities Act;

- b. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- c. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs A.1.a. and A.1.b. of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- 2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- 3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on the 1st day of May 2026.

### **BALL CORPORATION** (Registrant)

By: /s/ Ronald J. Lewis  
Ronald J. Lewis  
Chief Executive Officer  
May 1, 2026

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated. Each of the directors and officers of the registrant whose signature appears below hereby appoints Ronald J. Lewis, Daniel J. Rabbitt and Nate C. Carey, and each of them severally, as his or her attorney-in-fact to sign in his or her name and behalf, in any and all capacities stated below, and to file with the Securities and Exchange Commission this registration statement, any and all amendments (including post-effective amendments) to this registration statement, and to sign and file any and all additional registration statements relating to the same offering of securities of this registration statement that are filed pursuant to Rule 462 of the Securities Act of 1933, and to file any and all exhibits thereto, and other documents in connection therewith, and generally to do all such things on their behalf in their capacities as directors and/or officers to enable the registrant to comply with the provisions of the Securities Act of 1933, and all requirements of the Securities and Exchange Commission.

**(1) Principal Executive Officer:**

/s/ Ronald J. Lewis Chief Executive Officer  
Ronald J. Lewis May 1, 2026

**(2) Principal Financial Officer:**

/s/ Daniel J. Rabbitt Senior Vice President & Chief Financial Officer  
Daniel J. Rabbitt May 1, 2026

**(3) Principal Accounting Officer:**

/s/ Nate Carey Vice President & Controller  
Nate Carey May 1, 2026

**(4) A Majority of the Board of Directors:**

/s/ John A. Bryant \* Director  
John A. Bryant May 1, 2026

/s/ Aaron M. Erter \* Director  
Aaron M. Erter May 1, 2026

/s/ Ronald J. Lewis \* Director  
Ronald J. Lewis May 1, 2026

/s/ Cynthia A. Niekamp \* Director  
Cynthia A. Niekamp May 1, 2026

/s/ John E. Panichella \* Director  
John E. Panichella May 1, 2026

/s/ Todd A. Penegor \* Director  
Todd A. Penegor May 1, 2026

/s/ Cathy D. Ross \* Director  
Cathy D. Ross May 1, 2026

/s/ Betty J. Sapp \* Director  
Betty J. Sapp May 1, 2026

/s/ Stuart A. Taylor II \* Chairman of the Board and Director  
Stuart A. Taylor II May 1, 2026

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Articles of Incorporation of Registrant, as amended, (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2025) filed August 5, 2025</u></a>
<a href="#"><u>3.2</u></a>	<a href="#"><u>Bylaws of Registrant, as amended, (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2025) filed August 5, 2025</u></a>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Amended and Restated 2013 Stock and Cash Incentive Plan (filed by incorporation by reference to the S-8 Registration Statement) filed April 28, 2017</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>First Amendment to the Amended and Restated 2013 Stock and Cash Incentive Plan</u></a>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Derek R. Redmond as to the legality of the securities being registered.</u></a>
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<a href="#"><u>24</u></a>	<a href="#"><u>Power of Attorney (included on the signature page hereto)</u></a>
<a href="#"><u>107</u></a>	<a href="#"><u>Filing Fee Table</u></a>

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**Ball Corporation****First Amendment to Amended and Restated 2013 Stock and Cash Incentive Plan**

This First Amendment (the “First Amendment”) to the Amended and Restated 2013 Stock and Cash Incentive Plan of Ball Corporation, as amended and restated effective April 26, 2017 (the “Plan”), was approved by the Board of Directors of Ball Corporation on January 28, 2026, and is hereby effective immediately upon approval of this First Amendment by the shareholders of Ball Corporation.

1. Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to such terms in the Plan.

2. The first sentence of Section 3(a) of the Plan is hereby deleted in its entirety and replaced with the following:

“Subject to the provisions of Section 16 of the Plan, the maximum number of Shares reserved for the grant of Awards under the Plan (“Total Authorized Shares”) is 37,500,000 Shares, which reflects an increase of 15,000,000 Shares from 22,500,000, the number of Shares which were authorized under the Plan as of April 26, 2017.”

3. The first sentence of Section 3(c) of the Plan is hereby deleted in its entirety and replaced with the following:

“Subject to the provisions of Section 16 of the Plan, the aggregate number of Shares subject to Awards granted under this Plan during any calendar year to any one nonemployee Director shall not exceed \$750,000, based upon grant date fair value as determined in accordance with generally accepted U.S. accounting principles.”

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Derek Redmond  
VP, Associate General Counsel  
derek.redmond@ball.com  
(720) 607-6697

May 1, 2026

Ball Corporation  
9200 W. 108 Circle  
Westminster, CO 80021-2510

Dear Sir or Madam:

I refer to the registration statement of Ball Corporation (the "Company") on Form S-8 proposed to be filed with the Securities and Exchange Commission for the purpose of registering under the Securities Act of 1933, as amended, 15,000,000 shares (the "Shares") of the Company's common stock under the Amended and Restated 2013 Stock and Cash Incentive Plan of Ball Corporation, as amended, (hereinafter referred to as the "Plan").

I am familiar with the proceedings to date with respect to such proposed sale and have examined such records, documents and matters of law and satisfied myself as to such matters of fact as I have considered relevant for the purposes of this opinion. This opinion below is limited to the laws of the State of Indiana.

Based upon the foregoing, I am of the opinion that:

1. The Company is a corporation duly organized and validly existing under the laws of the State of Indiana.
2. The Amended and Restated 2013 Stock and Cash Incentive Plan of Ball Corporation, as amended, was adopted by Ball Corporation.
3. Upon selection in accordance with the terms of the Plan, grantees from among those employees of the Company and its subsidiaries eligible for receipt of stock options, performance awards, restricted stock units, stock awards and grants, may be validly included in grants of stock options, performance awards, restricted stock units and other awards under the Plan to such Plan participants.
4. When the Registration Statement on Form S-8 becomes effective and the certificates representing Shares are duly executed, countersigned, registered and delivered, the Shares issued by the Company pursuant to the Plan will be legally issued, outstanding, fully paid and nonassessable.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement and the reference to me under the heading of "Interests of Named Experts and Counsel" in the Registration Statement prepared by the Company.

Very truly yours,

/s/ Derek R. Redmond  
Derek R. Redmond

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Ball Corporation of our report dated February 19, 2026 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Ball Corporation's Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP

Denver, CO

May 1, 2026

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