

BEMIS CO INC  
Form 8-K  
October 07, 2016

**UNITED STATES**  
**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**

**Date of Report**    **October 7, 2016**

(Date of earliest event reported)

**BEMIS COMPANY, INC.**

(Exact name of Registrant as specified in its charter)

Commission File Number **1-5277**

**Missouri**  
(State or other jurisdiction of  
incorporation or organization)

**43-0178130**  
(I.R.S. Employer  
Identification No.)

**One Neenah Center, 4th Floor, P.O. Box 669, Neenah, Wisconsin 54957-0669**

(Address of principal executive offices)

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Registrant's telephone number, including area code: **(920) 727-4100**

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

On October 7, 2016, the Board of Directors of Bemis Company, Inc. (the "Company") amended the Company's Amended By-Laws to provide for proxy access for eligible shareholders and make other clarifying changes, as described below.

Article 1, Section 10 of the Amended By-Laws permits a shareholder, or a group of up to 20 shareholders, owning 3% or more of Bemis's outstanding stock continuously for at least three years, to nominate and include in Bemis's proxy materials director nominees constituting up to the greater of 20% of the Board of Directors or two directors, provided that such shareholder(s) and nominee(s) satisfy the requirements set forth in the Amended By-Laws. The Amended By-Laws also make certain clarifications and updates to Article I, Section 8 to accommodate the proxy access bylaw.

The Amended By-Laws also modify Article III, Section 1 to ensure flexibility as to the titles of the Company's officers and related matters. The Amended By-Laws also contain a number of conforming and other non-material changes.

The Amended By-Laws, as amended and restated to reflect the amendments described above, are filed as Exhibit 3(ii) hereto.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

3(ii) Amended By-Laws, as amended and restated on October 7, 2016

**SIGNATURES**

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, thereunto duly authorized.

**BEMIS COMPANY, INC.**

By	/s/ Sheri H. Edison
	Sheri H. Edison, Vice President,
	General Counsel and Secretary
Date	October 7, 2016

**Index to Exhibits**

<b>Exhibit No.</b>	<b>Description</b>	<b>Method of Filing</b>
3(ii)	Amended By-Laws, as amended and restated on October 7, 2016	Electronic Transmission