BEMIS CO INC
Form 10-Q
May 10, 2012

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**For the Quarterly Period Ended March 31, 2012**

**Commission File Number 1-5277**

# BEMIS COMPANY, INC.

(Exact name of registrant as specified in its charter)

| **Missouri** | **43-0178130** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **One Neenah Center 4th Floor, P.O. Box 669 Neenah, Wisconsin** | **54957-0669** |
| (Address of principal executive offices) | (Zip Code) |

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES x NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES x NO o

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

| | |
|---|---|
| Large accelerated filer x | Accelerated filer o |
| Non-accelerated filer o (Do not check if a smaller reporting company) | Smaller reporting company o |

Indicate by check mark whether the registrant is a shell company. YES o NO x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date. As of May 2, 2012, the registrant had 103,093,402 shares of Common Stock, $.10 par value, issued and outstanding.

**PART I FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

The unaudited consolidated financial statements and related footnotes, enclosed as Exhibit 19 to this Form 10-Q (the Consolidated Financial Statements), are incorporated by reference into this Item 1. In the opinion of management, the financial statements reflect all adjustments necessary for a fair presentation of the financial position and the results of operations as of and for the three months ended March 31, 2012.

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Three Months Ended March 31, 2012**

Management s Discussion and Analysis should be read in conjunction with the Consolidated Financial Statements.

| **Three-month review of results (dollars in millions)** | **Three months ended March 31,** | | | |
|---|---|---|---|---|
| | **2012** | | **2011** | |
| Net sales | $ 1,304.8 | 100.0% | $ 1,324.4 | 100.0% |
| Cost of products sold | 1,073.8 | 82.3 | 1,094.5 | 82.6 |
| Gross profit | 231.0 | 17.7 | 229.9 | 17.4 |
| Selling, general, and administrative expenses | 129.2 | 9.9 | 126.2 | 9.5 |
| Research and development | 10.9 | 0.8 | 7.6 | 0.6 |
| Facility consolidation and other costs | 8.3 | 0.6 | | |
| Other operating (income) expense, net | (5.9) | (0.4) | (7.1) | (0.5) |
| Operating income | 88.5 | 6.8 | 103.2 | 7.8 |
| Interest expense | 20.5 | 1.6 | 18.3 | 1.4 |
| Other non-operating (income) expense, net | 0.1 | | 1.8 | 0.1 |
| Income before income taxes | 67.9 | 5.2 | 83.1 | 6.3 |
| Provision for income taxes | 23.9 | 1.8 | 30.3 | 2.3 |
| Net income | 44.0 | 3.4 | 52.8 | 4.0 |
| Less: net income attributable to noncontrolling interests | | | 1.6 | 0.1 |
| Net income attributable to Bemis Company, Inc. | $ 44.0 | 3.4% | $ 51.2 | 3.9% |
| Effective income tax rate | | 35.2% | | 36.5% |
| | | | | |
| Comprehensive income attributable to Bemis Company, Inc. | $ 86.3 | | $ 86.6 | |

**Overview**

Bemis Company, Inc. is a leading global manufacturer of flexible packaging and pressure sensitive materials supplying a variety of markets. Historically, about 65 percent of our total net sales are to customers in the food industry. Sales of our flexible packaging products are widely diversified among food categories and can be found in nearly every aisle of the grocery store. Our emphasis on supplying packaging to the food industry has typically provided a more stable market environment for our Flexible Packaging business segment, which historically has accounted for approximately 90 percent of our net sales. Our remaining net sales is from our Pressure Sensitive Materials business segment which, while diversified in end use products, is less focused on food industry applications and more exposed to economically sensitive end markets.

***Market Conditions***

The markets into which our products are sold are highly competitive. Our leading flexible packaging market positions in North and South America reflect our focus on expanding our offering of value-added, proprietary products. We also manufacture products for which our technical know-how and economies of scale offer us a competitive advantage. The primary raw materials for our business segments are polymer resins, films, paper, ink, adhesives, and aluminum.

Over the past several years, global economic conditions have been weak. While economic growth in Latin America and Asia continue to exceed that of North America and Europe, the pace of growth in these regions has slowed over the past 12 months. Demand for food and consumer products across most of our operations is being negatively impacted by higher prices for energy and food commodities. As a result, we have experienced a general softness in volume for flexible packaging products sold to many of the food and consumer product markets.

***Facility Consolidation***

During the fourth quarter of 2011, we initiated a facility consolidation program to improve efficiencies and reduce fixed costs. As a part of this program, we announced the planned closure of five facilities, two of which were completed by early January 2012. Most of the production from these five facilities will be transferred to our other facilities. The total estimated program costs of $83.4 million, the majority of which relate to our Flexible Packaging segment, include $29.1 million in employee costs, $33.5 million in fixed asset

accelerated depreciation and write-downs, and $20.8 million in other facility consolidation costs. The program is expected to be completed in the first half of 2013.

Charges associated with the facility consolidation and other costs totaled $8.3 million in the first quarter of 2012, including $1.2 million of employee-related costs including severance and other termination benefits, $5.9 million of fixed assets accelerated depreciation and write-downs and $1.2 million of other exit costs including costs to move and reinstall equipment. Cash payments in the first quarter of 2012 totaled $5.8 million for employee related costs and $2.2 million for fixed asset related and other exit costs, including costs to dismantle equipment. Cash payments for the balance of 2012 are expected to be approximately $24 million. The costs related to facility consolidation activities have been recorded on the consolidated statement of income as facility consolidation and other costs.

**Acquisitions**

***Shield Pack***

On December 1, 2011, we acquired the common stock of Shield Pack, LLC of West Monroe, Louisiana for a cash purchase price of approximately $44.5 million, subject to customary post-closing adjustments. Shield Pack is a manufacturer of high barrier liners for bulk container packaging.

***Mayor Packaging Acquisition***

On August 1, 2011, we acquired Mayor Packaging, a Hong Kong-based manufacturer of consumer and specialty flexible packaging including a manufacturing facility in Dongguan, China for a cash purchase price of approximately $96.7 million.

***Noncontrolling Interest of Dixie Toga Ltda. (formerly Dixie Toga S.A.)***

During the third quarter of 2011, we completed the purchase of the remaining shares owned by the noncontrolling interest of our Brazilian subsidiary, Dixie Toga Ltda., for approximately $90 million.

**Results of Operations First Quarter 2012**

| **Consolidated Overview**<br>**(in millions, except per share amounts)** | **2012** | **2011** |
|---|---|---|
| Net sales | $ 1,304.8 | $ 1,324.4 |
| Net income attributable to Bemis Company, Inc. | 44.0 | 51.2 |

| | | |
|---|---|---|
| Diluted earnings per share | 0.42 | 0.47 |

Net sales for the first quarter of 2012 decreased 1.5 percent from the same period of 2011, reflecting the impact of lower unit sales volume in our Flexible Packaging business segment. Acquisitions completed during the second half of 2011 increased first quarter 2012 net sales by an estimated 1.6 percent. The impact of currency translation reduced net sales by 1.6 percent.

Diluted earnings per share for the first quarter of 2012 were $0.42 compared to $0.47 reported in the same quarter of 2011. Results for the first quarter of 2012 included a $0.05 charge associated with facility consolidation and other costs and a $0.02 charge for acquisition-related earnout payments.

| **Flexible Packaging Business Segment (dollars in millions)** | **2012** | **2011** |
|---|---|---|
| Net sales | $ 1,159.5 | $ 1,179.4 |
| Operating profit (See Note 15 to the Consolidated Financial Statements) | 107.9 | 116.3 |
| Operating profit as a percentage of net sales | 9.3% | 9.9% |

Flexible Packaging net sales decreased 1.7 percent in the first quarter of 2012 compared to the same quarter of 2011. The impact of currency translation reduced net sales by 1.5 percent. We estimate that acquisitions completed during the second half of 2011 increased net sales by 1.8 percent. The remaining reduction in sales principally represents the negative impact of lower unit sales volumes.

Operating profit for the first quarter of 2012 was negatively impacted by $8.3 million of facility consolidation costs and $1.7 million of acquisition-related earnout payments. The effect of currency translation decreased operating profit in the first quarter of 2012 by $1.3 million compared to the same quarter of 2011. The negative impact of these items were partially offset by the benefit of higher selling prices compared to the same quarter of 2011.

| **Pressure Sensitive Materials Business Segment (dollars in millions)** | **2012** | **2011** |
|---|---|---|
| Net sales | $ 145.3 | $ 145.0 |
| Operating profit (See Note 15 to the Consolidated Financial Statements) | 9.7 | 9.9 |
| Operating profit as a percentage of net sales | 6.7% | 6.8% |

The increase in net sales reflects the impact of sales of higher value products, partially offset by the negative 2.1 percent impact from currency translation.

Pressure Sensitive Materials operating profit as a percent of net sales decreased slightly in the first quarter and includes the negative currency effect of approximately $0.3 million offset by higher selling prices in line with raw material cost increases, and prudent cost management.

**Consolidated Gross Profit**

| **(dollars in millions)** | **2012** | **2011** |
|---|---|---|
| Gross profit | $ 231.0 | $ 229.9 |
| Gross profit as a percentage of net sales | 17.7% | 17.4% |

Consolidated gross profit as a percent of net sales increased to 17.7 percent in the first quarter of 2012, reflecting the positive impact of higher selling prices compared to the same period of 2011, partially offset by the negative impact of lower unit sales volumes.

**Consolidated Selling, General, and Administrative Expenses**

| **(dollars in millions)** | **2012** | **2011** |
|---|---|---|
| Selling, general and administrative expenses (SG&A) | $ 129.2 | $ 126.2 |
| SG&A as a percentage of net sales | 9.9% | 9.5% |

Consolidated selling, general and administrative expenses increased in the first quarter of 2012 compared to the same quarter of 2011, reflecting the impact of higher employee benefit plan costs in 2012 and acquisitions completed in the second half of 2011.

**Consolidated Research and Development**

| **(dollars in millions)** | **2012** | **2011** |
|---|---|---|
| Research and development (R&D) | $ 10.9 | $ 7.6 |
| R&D as a percentage of net sales | 0.8% | 0.6% |

The increased level of research and development costs reflects our global investment in proprietary technologies and our ongoing commitment to product development.

**Consolidated Other Operating (Income) Expense, Net**

| **(dollars in millions)** | **2012** | **2011** |
|---|---|---|
| Other operating (income) expense, net | $ (5.9) | $ (7.1) |

Other operating income and expenses included $5.2 million of fiscal incentive income compared to $5.5 million for the first quarter of 2011. Fiscal incentives are associated with net sales and manufacturing activities in certain South American operations and are included in our Flexible Packaging segment operating profit.

| **Consolidated Interest Expense (dollars in millions)** | **2012** | **2011** |
|---|---|---|
| Interest expense | $ 20.5 | $ 18.3 |
| Effective interest rate | 5.2% | 5.4% |

Consolidated interest expense increased in the first quarter of 2012 compared to the same quarter of 2011 as a result of the October 2011 issuance of $400 million long-term notes.

| **Consolidated Income Taxes (dollars in millions)** | **2012** | **2011** |
|---|---|---|
| Income taxes | $ 23.9 | $ 30.3 |
| Effective tax rate | 35.2% | 36.5% |

The lower 2012 tax rate reflects the recognition of a tax benefit in the first quarter that will not reoccur in subsequent quarters during the balance of 2012. We expect the effective tax rate for the total year 2012 to be about 36 percent.

**Liquidity and Capital Resources**

***Net Debt to Total Capitalization***

Net debt to total capitalization (which includes total debt net of cash balances divided by total debt net of cash balances plus equity) was 47 percent at March 31, 2012, compared to 48 percent at December 31, 2011. Total debt as of March 31, 2012 and December 31, 2011 was $1.6 billion.

***Cash Flow***

Net cash provided by operations was $48.8 million for the first quarter of 2012, compared to cash used by operating activities of $8.3 million for the first quarter of 2011. Cash flows from operating activities supported payments of severance and other accrued costs related to our facility consolidation program of $8.0 million during the first quarter of 2012. Working capital increases during the first quarter generally reflect the impact of seasonally stronger customer demand on accounts receivable and inventory levels. Increases in inventory levels during 2011 were magnified by the impact of dramatically increasing raw material costs.

Net cash used in investing activites was $22.4 million for the first quarter of 2012, compared to $43.1 million for the same period of 2011. Net cash used in investing activities during the first quarter of 2011 included a $15.8 million cash payment for post-closing balance sheet adjustments related to the 2010 Alcan Packaging Food Americas acquisition.

Net cash used in financing activities was $23.5 million for the first quarter of 2012, compared to $49.4 million cash provided by financing activities for the same period of 20121. Net cash provided by financing activities during the first quarter of 2011 included the net effect of a $133 million increase in commercial paper during the first quarter and the purchase of 1.7 million shares of Bemis Company, Inc. common stock in the open market for $54.3 million.

***Available Financing***

In addition to using cash provided by operations, we issue commercial paper to meet our short-term liquidity needs. As of March 31, 2012, our commercial paper debt outstanding was $51.0 million. Based on our current credit rating, we enjoy ready access to the commercial paper markets.

Under the terms of our revolving credit agreement, we have the capacity to borrow up to $800 million. This facility is principally used as back-up for our commercial paper program. Our revolving credit facility is supported by a group of major U.S. and international banks. Covenants imposed by the revolving credit facility include limits on the sale of businesses, minimum net worth calculations, and a maximum ratio of debt to total capitalization. The revolving credit agreement includes a $100 million multicurrency limit to support the financing needs of our international subsidiaries. As of March 31, 2012, there was $59.0 million of debt outstanding supported by this credit facility, leaving $741.0 million of available credit. If this revolving credit facility was no longer available to us and we were not able to issue commercial paper, we would expect to meet our financial liquidity needs by accessing the bank market, which would increase our borrowing costs. Borrowings under the credit agreement are subject to a variable interest rate.

Public notes totaling $300 million matured on April 1, 2012 and industrial revenue bonds totaling $8 million are scheduled to mature in November 2012. Both of these debt instruments have been classified as long term debt on the March 31, 2012 balance sheet in accordance with our ability and intent to refinance them with commercial paper.

***Liquidity Outlook***

We expect cash flow from operations and available liquidity described above to be sufficient to support future operations. There can be no assurance, however, that the cost or availability of future borrowings will not be impacted by future capital market disruptions. In addition, increases in raw material costs would increase our short-term liquidity needs.

***Dividends***

In February 2012, the Board of Directors approved the 29th consecutive annual increase in the quarterly cash dividend on common stock to $0.25 per share, a 4.2 percent increase.

**New Accounting Pronouncements**

There has been no new accounting guidance issued or effective during the first quarter of 2012 that is expected to have a material impact on our consolidated financial position, results of operations, or cash flows.

**Critical Accounting Estimates and Judgments**

Our discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgments, including those related to retirement benefits, intangible assets, goodwill, and expected future performance of operations. Our estimates and judgments are based upon historical experience and on various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. These critical accounting estimates are discussed in detail in Management s Discussion and Analysis Critical Accounting Estimates and Judgments in the Company s Annual Report on Form 10-K for the year ended December 31, 2011.

**Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains certain estimates, predictions, and other forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995, and within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended). Forward-looking statements are generally identified with the words believe, expect, anticipate, intend, estimate, target, may, will, plan, project, should, continue, or the negative thereof or other similar expressio future goals or aspirations, which are predictions of or indicate future events and trends and which do not relate to historical matters. Such statements are based on information available to management as of the time of such statements and relate to, among other things, expectations of the business environment in which we operate, projections of future performance (financial and otherwise), including those of acquired companies, perceived opportunities in the market and statements regarding our mission and vision. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Factors that could cause actual results to differ from those expected include, but are not limited to, general economic conditions caused by inflation, interest rates, consumer confidence, rates of unemployment and foreign currency exchange rates; global economic conditions, including the ongoing sovereign debt crisis and continued uncertainties in Europe; investment performance of assets in our pension plans; competitive conditions within our markets, including the acceptance of our new and existing products; customer contract bidding activity; threats or challenges to our patented or proprietary technologies; raw material costs, availability, and terms, particularly for polymer resins and adhesives; price changes for raw materials and our ability to pass these price changes on to our customers or otherwise manage commodity price fluctuation risks; unexpected energy surcharges; broad changes in customer order patterns; our ability to achieve expected cost savings associated with facility consolidation initiatives; the presence of adequate cash available for investment in our business in order to maintain desired debt levels; a failure in our information technology infrastructure or applications; changes in governmental regulation, especially in the areas of environmental, health and safety matters, fiscal incentives, and foreign investment; unexpected outcomes in our current and future administrative and litigation proceedings; unexpected outcomes in our current and future tax proceedings; changes in domestic and international tax laws; costs associated with the pursuit of business combinations; unexpected costs associated with the integration of acquired businesses; unexpected costs related to plant closings; changes in our labor relations; and the impact of changes in the world political environment including threatened or actual armed conflict. These and other risks, uncertainties, and assumptions identified from time to time in our filings with the Securities and Exchange Commission, including without limitation, those described in our Annual Report on Form 10-K for the year ended December 31, 2011 and our quarterly reports on Form 10-Q, could cause actual future results to differ materially from those projected in the forward-looking statements. In addition, actual future results could differ materially from those projected in the forward-looking statement as a result of changes in the assumptions used in making such forward-looking statement.

**Explanation of Terms Describing the Company s Products**

Barrier laminate A multilayer plastic film made by laminating two or more films together with the use of adhesive or a molten plastic to achieve a barrier for the planned package contents.

Barrier products Products that provide protection and extend the shelf life of the contents of the package. These products provide this protection by combining different types of plastics and additives into a multilayered plastic package. These products protect the contents from such things as oxygen, moisture, light, odor, or other environmental factors.

Blown film A plastic film that is extruded through an annular die in the form of a tube and then expanded by an internal column of air in the manufacturing process.

Bundling films A film manufactured by a modified blown film process that is used for wrapping and holding multipacks of products such as canned goods and bottles of liquids, replacing corrugate and fiberboard.

Cast film A plastic film that is extruded through a straight slot die as a flat sheet during its manufacturing process.

Coextruded film A blown or cast film extruded with multiple layers extruded simultaneously.

Controlled atmosphere packaging A package which limits the flow of elements, such as oxygen, carbon dioxide or moisture, into or out of the package.

Crystallized Polyester (PET) CPET. The process of using a combination of formulated resin blends and thermoforming conditions to increase the crystalinity of PET trays, which increases the heat distortion temperature of the trays to 450 degrees Fahrenheit. This allows foods packaged in these trays to go directly from freezer to oven for heating of the food.

EZ Open Packaging Any one of a series of technologies employed to allow the consumer easy access to a packaged product. Peelable closures, laser or other physical scoring/abrasion of a packaging film may be used. EZ Open can be combined with reclose features such as plastic zippers or the inclusion of pressure sensitive materials into the packaging film.

Flexible polymer film A non-rigid plastic film. Generally the shape of the package changes as the product contained in it is removed.

Flexographic printing The most common flexible packaging printing process in North America using a raised rubber or alternative material image mounted on a printing cylinder.

Graphic products Pressure sensitive materials used for decorative signage, promotional items and displays, and advertisements.

In-line overlamination The ability to add a protective coating to a printed material during the printing process.

IWS Individually Wrapped Slices. A term used to describe individually wrapped slices of process cheese foods.

IWS Inner Wrap The plastic film used to wrap each slice of process cheese. Typically, these films are cast coextrusions of polypropylene resins.

Label products Pressure sensitive materials made up and sold in roll form.

Labelstock Pressure sensitive material designed for the label markets.

Laminate/Barrier laminate A multilayer plastic film made by laminating two or more films together with the use of adhesive or a molten plastic to achieve the distribution and use requirements for the planned package contents. Alternately, a barrier layer can also be included as one of the films or in the laminating medium to protect the packaged products from such things as moisture, oxygen or other environmental factors.

Liner or Inner Liner Films A multilayer coextruded film that is used as the inner liner for bag-in-box packaging applications for products such as cereal or crackers. The films typically are comprised of high density polyethylenes and may contain barrier resins such as EVOH or nylon.

Modified atmosphere packaging A package in which the normal atmospheric composition of air inside the package has been modified by replacing it with a gas such as nitrogen.

Monolayer film A single layer extruded plastic film.

Multiwall paper bag A package made from two or more layers, at least one of which is paper, which have not been laminated.

Pouches and bags An option that delivers a semi-finished package, instead of rollstock, to a customer for filling product and sealing/closing the package for distribution.

Pressure sensitive material A material coated with adhesive such that upon contact with another material it will stick.

Prime label A pressure sensitive label used as the primary decorative label or secondary label, typically on a consumer product.

Retort A food processing technique in which the food product is placed in a package and then thermally treated (in the range of 250 degrees Fahrenheit) to extend the food product s shelf life under room temperature storage conditions. High oxygen and moisture barrier flexible or rigid packaging materials can be used for the primary package.

Rigid Packaging A form of packaging in which the shape of the package is retained as its contents are removed in use. Bottles, trays and clamshell packaging are examples.

Rollstock The principal form in which flexible packaging material is delivered to a customer. Finished film wound on a core is converted in a process at the end user s plant that forms, fills, and seals the package of product for delivery to customers.

Rotogravure printing A high quality, long run printing process utilizing a metal engraved cylinder.

Sheet products Pressure sensitive materials cut into sheets and sold in sheet form.

Shrink film/ Barrier shrink film A packaging film consisting of polyethylene and/or polypropylene resins extruded via a tubular process. The film is cooled and then reheated and stretched at a temperature near its melting point. The film can be irradiated with an electron beam in a second process to cross link the molecules for added heat resistance and strength. The film is made to shrink around a product to be packaged by an application of a thermal treatment. Alternately, a layer of an oxygen barrier material can be included to manufacture a barrier shrink film product.

Stretch film A plastic film with a significant ability to stretch which is used to wrap pallets of goods in the shipping process.

Technical products Technically engineered pressure sensitive materials used primarily for fastening and mounting functions, for example in cell phones, appliances, and electronic devices.

Thermoformed plastic packaging A package formed by applying heat to a film to shape it into a tray or cavity and then sealing a flat film on top of the package after it has been filled.

UV inhibitors Chemical agents included in a film to protect products against ultraviolet rays.

Variable information label A pressure sensitive label that is typically printed with a bar code or other type of variable information.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There have been no material changes in the Company s market risk during the three month period ended March 31, 2012. For additional information, refer to Note 5 and Note 6 to the Consolidated Financial Statements in Exhibit 19 of this Quarterly Report on Form 10-Q and to Part II, Item 7A of the Company s Annual Report on Form 10-K for the year ended December 31, 2011.

**ITEM 4. CONTROLS AND PROCEDURES**

The Company s management, under the direction, supervision, and involvement of the Chief Executive Officer and the Chief Financial Officer, has carried out an evaluation, as of the end of the period covered by this report, of the effectiveness of the design and operation of the disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act )) of the Company. Based on this evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that disclosure

controls and procedures in place at the Company are effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified by the Securities and Exchange Commission s rules and forms and is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. There were no changes in the Company s internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

The material set forth in Note 14 of the Notes to Consolidated Financial Statements is incorporated herein by reference.

**ITEM 1A. RISK FACTORS**

The following factor, as well as factors described elsewhere in this Form 10-Q, in our Annual Report on Form 10-K for the year ended December 31, 2011, or in other filings by the Company with the Securities and Exchange Commission, could adversely affect the Company s consolidated financial position, results of operations or cash flows. Other factors not presently known to us or that we presently believe are not material could also affect our business operations and financial results.

**Interest rates An increase in interest rates could reduce our reported results of operations.**

At March 31, 2012, our variable rate borrowings approximated $459.9 million (which includes $400 million fixed rate notes that have been effectively converted to variable rate debt through the use of a fixed to variable rate interest rate swap). Fluctuations in interest rates can increase our borrowing costs and consequently, have an adverse impact on our results of operations. Increases in short-term interest rates will directly impact the amount of interest we pay. For each one percent increase in variable interest rates, our annual interest expense would increase by $4.6 million on the $459.9 million of variable rate borrowings outstanding as of March 31, 2012.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The Company did not repurchase any of its equity securities in the first quarter of the fiscal year ended March 31, 2012. As of March 31, 2012, under authority granted by the Board of Directors, the Company had authorization to repurchase an additional 4,543,800 shares of its common stock.

**ITEM 6. EXHIBITS**

The Exhibit Index is incorporated herein by reference.

**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.

| | | |
|---|---|---|
| Date | May 10, 2012 | /s/ Scott B. Ullem<br>Scott B. Ullem, Vice President and Chief Financial Officer |
| Date | May 10, 2012 | /s/ Jerry S. Krempa<br>Jerry S. Krempa, Vice President and Controller |

**Exhibit Index**

Pursuant to the rules and regulations of the Securities and Exchange Commission (SEC), we have filed certain agreements as exhibits to this Quarterly Report on Form 10-Q. These agreements may contain representations and warranties by the parties thereto. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may have been qualified by disclosures made to such other party or parties, (ii) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in our public disclosure, (iii) may reflect the allocation of risk among the parties to such agreements and (iv) may apply materiality standards different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe our actual state of affairs at the date hereof and should not be relied upon.

| Exhibit | Description | Form of Filing |
|---|---|---|
| 3(a) | Restated Articles of Incorporation of the Registrant, as amended. (1) | Incorporated by Reference |
| 3(b) | By-Laws of the Registrant, as amended through February 4, 2011. (2) | Incorporated by Reference |
| 4(a) | Form of Indenture dated as of June 15, 1995, between the Registrant and U.S. Bank Trust National Association (formerly known as First Trust National Association), as Trustee. Copies of constituent instruments defining rights of holders of long-term debt of the Company and Subsidiaries, other than the Indenture specified herein, are not filed herewith, pursuant to Instruction (b)(4)(iii)(A) to Item 601 of Regulation S-K, because the total amount of securities Authorized under any such instrument does not exceed 10% of the total assets of the Company and Subsidiaries on a consolidated basis. The registrant hereby agrees that it will, upon request by the SEC, furnish to the SEC a copy of each such instrument. (3) | Incorporated by Reference |
| 19 | Reports Furnished to Security Holders. | Filed Electronically |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of CEO. | Filed Electronically |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of CFO. | Filed Electronically |
| 32 | Section 1350 Certification of CEO and CFO. | Filed Electronically |
| 101 | The following materials from Bemis Company, Inc. s Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, formatted in XBRL: (i) Consolidated Statements of Income for the three months ended March 31, 2012 and 2011; (ii) Consolidated Balance Sheets at March 31, 2012 and December 31, 2011; (iii) Consolidated Statements of Cash Flows for the three months ended March 31, 2012 and 2011; (iv) Consolidated Statements of Equity for the three months ended March 31, 2012 and 2011; and (v) Notes to the Consolidated Financial Statements, tagged as blocks of text. | Filed Electronically |

(1) Incorporated by reference to the Registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (File No. 1-5277).

(2) Incorporated by reference to the Registrant s Form 8-K filed February 10, 2011 (File No. 1-5277).

(3) Incorporated by reference to the Registrant s Current Report on Form 8-K dated June 30, 1995 (Filed No. 1-5277).