

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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

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