

SILGAN HOLDINGS INC  
Form SC TO-C  
November 19, 2012

**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**

**Date of Report (Date of earliest event reported): November 19, 2012**

**SILGAN HOLDINGS INC.**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**000-22117**  
**(Commission**  
  
**File Number)**

**06-1269834**  
**(IRS Employer**  
  
**Identification No.)**

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**4 Landmark Square,**

**Stamford, Connecticut**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (203) 975-7110**

**06901**

**(Zip Code)**

**N/A**

**(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:

- 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))

**Section 8 Other Events**

**Item 8.01. Other Events.**

On November 19, 2012, the Company issued a press release, attached hereto as Exhibit 99.1 and incorporated herein by reference, announcing that it has commenced a modified Dutch Auction tender offer to purchase up to \$250 million of its common stock and that its Board of Directors has authorized the repurchase of up to an additional \$100 million of its common stock, resulting in an aggregate outstanding authorization for stock repurchases of \$350.1 million. The authorization is effective through December 31, 2014. The tender offer utilizes a portion of such authorized amount.

**Section 9 Financial Statements and Exhibits**

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

(d) *Exhibits:*

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated November 19, 2012 announcing commencement of tender offer to purchase up to \$250 million of common stock and authorization for additional stock repurchases.

**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 hereunto duly authorized.

SILGAN HOLDINGS INC.

By: /s/ Robert B. Lewis  
Name: Robert B. Lewis  
Title: Executive Vice President and  
Chief Financial Officer

Dated: November 19, 2012

**Exhibit Index**

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