BEMIS CO INC
Form 425
January 25, 2019

Filing pursuant to Rule 425 under the

Securities Act of 1933, as amended

Filer: Amcor Limited

Subject Company: Bemis Company, Inc.

Commission File Number: 001-5277

---

24 January 2019

UPDATE ON AMCOR AND BEMIS TRANSACTION

MELBOURNE, AUSTRALIA and NEENAH, WISCONSIN Amcor Limited (ASX: AMC) and Bemis Company, Inc. (NYSE: BMS) have made significant progress towards closing the all-stock transaction announced on 6 August 2018. Integration planning led by a dedicated team of full time executives from both companies is well underway and preparation of documentation is nearing completion.

The process toward securing required antitrust clearances and other regulatory consents in all jurisdictions which are conditional to closing have either been completed or are progressing in line with the range of original expectations. However, in the United States (US), antitrust approval and completion of shareholder meeting documentation review by the US Securities and Exchange Commission have been delayed due to the partial US government shutdown.

As a result, it is now anticipated the transaction will close in the second quarter of calendar year 2019.

CONTACTS FOR AMCOR:

Investors
Tracey Whitehead
Head of Investor Relations
Amcor Limited
+61 3 9226 9028
tracey.whitehead@amcor.com

Media Australia
James Strong
Citadel-MAGNUS

+61 448 881 174
jstrong@citadelmagnus.com

Media Europe
TR Reid
Head of Global Communications
Amcor Limited
+41 44 316 7674
TR.Reid@amcor.com

Media North America
Daniel Yunger
KekstCNC

+1 212 521 4879
daniel.yunger@kekstcnc.com

CONTACTS FOR BEMIS:

Investors

Erin M. Winters

Director of Investor Relations

Bemis Company Inc.

+1 920 527 5288

Media

Matthew Sherman / Sharon Stern

Joele Frank, Wilkinson Brimmer Katcher

+1 212 355 4449

Cautionary Statement Regarding Forward-Looking Statements

This communication contains certain statements that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended. Amcor Limited (Amcor), its subsidiary Amcor plc (f/k/a Arctic Jersey Limited) (New Amcor) and Bemis Company, Inc. (Bemis) have identified some of these forward-looking statements with words like believe, may, could, would, might, possible, will, should, expect, intend, plan, potential, outlook or continue, the negative of these words, other terms of similar meaning or the use of future dates. Forward-looking statements in this communication include, without limitation, statements about the anticipated benefits of the

contemplated transactions, including future financial and operating results and expected synergies and cost savings related to the contemplated transactions, the plans, objectives, expectations and intentions of Amcor, New Amcor or Bemis and the expected timing of the completion of the contemplated transactions. Such statements are based on the current expectations of the management of Amcor or Bemis, as applicable, are qualified by the inherent risks and uncertainties surrounding future expectations generally, and actual results could differ materially from those currently anticipated due to a number of risks and uncertainties. None of Amcor, New Amcor or Bemis, or any of their respective directors, executive officers or advisors, provide any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements will actually occur. Risks and uncertainties that could cause results to differ from expectations include, but are not limited to: uncertainties as to the timing of the contemplated transactions; uncertainties as to the approval of the transactions by Bemis s and Amcor s shareholders, as required in connection with the contemplated transactions; the possibility that a competing proposal will be made; the possibility that the closing conditions to the contemplated transactions may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant a necessary approval; the effects of disruption caused by the announcement of the contemplated transactions or the performance of the parties obligations under the transaction agreement making it more difficult to maintain relationships with employees, customers, vendors and other business partners; the risk that shareholder litigation in connection with the contemplated transactions may affect the timing or occurrence of the contemplated transactions or result in significant costs of defense, indemnification and liability; uncertainties as to the availability and terms of refinancing for the existing indebtedness of Amcor or Bemis in connection with the contemplated transactions; uncertainties as to whether and when New Amcor may be listed in the US S&P 500 index and the S&P / ASX 200 index; uncertainties as to whether, when and in what amounts future dividend payments may be made by Amcor, Bemis or New Amcor; other business effects, including the effects of industry, economic or political conditions outside of the control of the parties to the contemplated transactions; transaction costs; actual or contingent liabilities; disruptions to the financial or capital markets; other risks and uncertainties discussed in Amcor s disclosures to the Australian Securities Exchange (ASX), including the 2018 Principal Risks section of Amcor s Annual Report 2018; and other risks and uncertainties discussed in Bemis s filings with the U.S. Securities and Exchange Commission (the SEC), including the Risk Factors section of Bemis s annual report on Form 10-K for the fiscal year ended December 31, 2017. You can obtain copies of Amcor s disclosures to the ASX for free at ASX s website (www.asx.com.au). You can obtain copies of Bemis s filings with the SEC for free at the SEC s website (www.sec.gov). Forward-looking statements included herein are made only as of the date hereof and none of Amcor, New Amcor or Bemis undertakes any obligation to update any forward-looking statements, or any other information in this communication, as a result of new information, future developments or otherwise, or to correct any inaccuracies or omissions in them which become apparent, except as expressly required by law. All forward-looking statements in this communication are qualified in their entirety by this cautionary statement.

Legal Disclosures

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities will be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Important Additional Information Will Be Filed with the SEC

In connection with the contemplated transactions, New Amcor intends to file a registration statement on Form S-4 with the SEC that will include a joint proxy statement of Bemis and prospectus of New Amcor. The joint proxy statement/prospectus will also be sent or given to Bemis

shareholders and will contain important information about the contemplated transactions. **Shareholders are urged to read the joint proxy statement/prospectus and other relevant documents filed or to be filed with the SEC carefully when they become available because they will contain important information about Bemis, Amcor, New Amcor, the contemplated transactions and related matters.** Investors and shareholders will be able to obtain free copies of the joint proxy statement/prospectus (when available) and other documents filed with the SEC by Bemis, Amcor and New Amcor through the SEC s website (www.sec.gov).

Participants in the Solicitation

Bemis, Amcor, New Amcor and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Bemis shareholders in connection with the contemplated transactions. Information about Bemis s directors and executive officers is set forth in its proxy statement for its 2018 Annual Meeting of Shareholders and its annual report on Form 10-K for the fiscal year ended December 31, 2017, which may be obtained for free at the SEC s website (www.sec.gov). Information about Amcor s directors and executive officers is set forth in its Annual Report 2017, which may be obtained for free at ASX s website (www.asx.com.au). Additional information regarding the interests of participants in the solicitation of proxies in connection with the contemplated transactions will be included in the joint proxy statement/prospectus that New Amcor intends to file with the SEC.