

BEMIS CO INC  
Form 8-K  
September 28, 2011

**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 **September 27, 2011**

(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:

- 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 1.01 Entry into a Material Definitive Agreement.**

On September 27, 2011, Bemis Company, Inc. (the *Company*) entered into an Underwriting Agreement (the *Underwriting Agreement*) with J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters listed therein (the *Underwriters*), pursuant to which the Company agreed to sell, and the Underwriters agreed to purchase, subject to the terms and conditions set forth therein, \$400,000,000 aggregate principal amount of the Company's 4.50% Senior Notes due 2021 (the *Notes*), in a public offering (the *Offering*). The Offering is expected to close on October 4, 2011.

The Underwriting Agreement includes customary closing conditions, representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities. The description of the Underwriting Agreement set forth above is qualified by reference to the Underwriting Agreement filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Notes are registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3 (Registration No. 333-160681) that the Company filed with the Securities and Exchange Commission (the *SEC*) on July 20, 2009. The Company is also filing the Underwriting Agreement as part of this Current Report on Form 8-K for purposes of such Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

1.1 Underwriting Agreement, dated September 27, 2011, among the Company and the underwriters named therein.

**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/ Scott B. Ullem  
Scott B. Ullem, Vice President and  
Chief Financial Officer

By /s/ Jerry S. Krempa  
Jerry S. Krempa, Vice President and  
Controller

Date: September 27, 2011

**Index to Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated September 27, 2011, among the Company and the underwriters named therein.