

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

**BEMIS CO INC**

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**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 - January 10, 2013  
(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)

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 7.01 Regulation FD Disclosure.**

On January 10, 2013, Bemis Company, Inc. issued a press release providing revised segment information for certain periods based on its new segment reporting structure, a copy of which is furnished as Exhibit 99 to this report. The revised structure will be the basis for the regular earnings conference call scheduled for Thursday, January 31, 2013, at 10:00 a.m. (ET). Individuals may listen to the call on the Internet at [www.bemis.com](http://www.bemis.com) under "Investor Relations." Listeners are urged to check the website ahead of time to ensure their computers are configured for the audio stream. Instructions for obtaining the required, free, downloadable software are available in a pre-event system test on the site.

### **Use of Non-GAAP Financial Measures**

The press release furnished as an exhibit to this report contains certain non-GAAP financial measures, including:

- Segment operating profit as adjusted
- Segment operating profit as adjusted as a percentage of net sales

Each of these measures excludes from the most directly comparable GAAP measures the impact of certain items. Management believes these adjusted measures are useful to investors because they assist an investor's understanding of the impact of these items on the comparability of the Company's operations from year-to-year. Excluding the impact of these items also enables investors to compare our underlying operational results and trends before other charges and income items that are considered by management as not related to the Company's core operations. Management uses these adjusted measures to monitor and evaluate operating performance and also for internal planning purposes. These measures are subject to certain limitations because they do not reflect all charges, income, or other items that were actually recognized by the Company in accordance with GAAP. As a result, investors should consider these non-GAAP measures in addition to, and not as a substitute for, or superior to, financial performance measures presented in accordance with GAAP. In addition, these adjusted measures may not be calculated in the same manner as adjusted measures presented by other companies.

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

- (d). The January 10, 2013, Bemis Company, Inc. press release provides revised segment information for certain periods based on the new segment reporting structure.
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**SIGNATURES**

Pursuant to the requirements of Section 13 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 January 10, 2013

Date January 10, 2013



**BEMIS COMPANY, INC.**

One Neenah Center, 4<sup>th</sup> Floor  
P.O. Box 669  
Neenah, Wisconsin 54957-0669

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**FOR IMMEDIATE RELEASE**

**BEMIS COMPANY ANNOUNCES NEW REPORTABLE BUSINESS SEGMENTS**

**NEENAH, WISCONSIN, January 10, 2013** - Bemis Company, Inc. (NYSE:BMS) today announced that it has realigned its segment reporting. As a result, Bemis will report business segment information for three reportable segments as follows: U.S. Packaging, Global Packaging, and Pressure Sensitive Materials. The expansion from two to three reportable segments reflects the separation of the Flexible Packaging business segment into U.S. Packaging and Global Packaging business segments. The Pressure Sensitive Materials business segment is unchanged.

The U.S. Packaging segment represents all food, consumer, and industrial products packaging-related manufacturing operations located in the United States. The Global Packaging business segment includes all Bemis' packaging-related manufacturing operations located outside of the United States as well as our global medical device and pharmaceutical packaging manufacturing operations.

For detailed financial information on the Company's new reportable segments, please refer to the following tables, recasting previously issued information into the new format. Bemis will be reporting under this new business segment structure during its fourth quarter and full year 2012 earnings call scheduled for January 31, 2013 at 10:00 a.m. (ET).

**ABOUT BEMIS COMPANY, INC.**

Bemis Company, Inc. is a major supplier of packaging and pressure sensitive materials used by leading food, consumer products, healthcare, and other companies worldwide. Founded in 1858, the Company is included in the S&P 500 index of stocks and reported 2011 net sales of \$5.3 billion. The Company's packaging business has a strong technical base in polymer chemistry, film extrusion, coating and laminating, printing, and

converting. Headquartered in Neenah, Wisconsin, Bemis employs approximately 20,000 individuals worldwide. More information about the Company is available at our website, [www.bemis.com](http://www.bemis.com).

The changes to the business segments have no effect on the historical consolidated results of operations. Prior period segment results have been conformed to the new business segment presentation. A summary of the Company's business activities recast in these three new business segments follows:

Business Segments (in millions)	Three months ended			
	September 30, 2012	June 30, 2012	March 31, 2012	December 31, 2011
	(unaudited)			
Sales including intersegment sales:				
U.S. Packaging	\$ 780.7	\$ 794.0	\$ 770.6	\$ 736.9
Global Packaging	382.8	385.9	398.7	405.5
Pressure Sensitive Materials	135.7	142.2	145.5	136.8
Intersegment sales:				
U.S. Packaging	(5.8)	(5.4)	(5.5)	(4.2)
Global Packaging	(5.3)	(3.7)	(4.3)	(4.5)
Pressure Sensitive Materials	(0.3)	(0.3)	(0.2)	(0.3)
Total net sales	\$ 1,287.8	\$ 1,312.7	\$ 1,304.8	\$ 1,270.2
<b>U.S. Packaging</b>				
Operating profit before facility consolidation and other costs	\$ 107.5	\$ 90.2	\$ 89.6	\$ 87.0
Facility consolidation and other costs	(11.5)	(12.3)	(7.6)	(26.3)
Operating profit	96.0	77.9	82.0	60.7
<b>Global Packaging</b>				
Operating profit before facility consolidation and other costs	24.2	25.7	26.6	25.5
Facility consolidation and other costs	(9.9)	(7.3)	(0.7)	(8.6)
Operating profit	14.3	18.4	25.9	16.9
<b>Pressure Sensitive Materials</b>				
Operating profit before facility consolidation and other costs	7.7	10.9	9.7	6.5
Facility consolidation and other costs	—	—	—	(2.7)
Operating profit	7.7	10.9	9.7	3.8
General corporate expenses				
	(28.1)	(24.4)	(29.1)	(25.9)
General corporate facility consolidation and other costs				
	—	—	—	(0.8)
Net general corporate expenses				
	(28.1)	(24.4)	(29.1)	(26.7)
Operating income	\$ 89.9	\$ 82.8	\$ 88.5	\$ 54.7

**Reconciliation of GAAP to Non-GAAP Operating Profit and Operating Profit as a Percentage of Net Sales by Segment**

(in millions)	Three months ended			
	September 30, 2012	June 30, 2012	March 31, 2012	December 31, 2011
	(unaudited)			
<b>U.S. Packaging</b>				
Net sales	\$ 774.9	\$ 788.6	\$ 765.1	\$ 732.7
Operating profit as reported	\$ 96.0	\$ 77.9	\$ 82.0	\$ 60.7
Non-GAAP adjustments:				
Facility consolidation and other costs (1)	11.5	12.3	7.6	26.3
Operating profit as adjusted	\$ 107.5	\$ 90.2	\$ 89.6	\$ 87.0
Operating profit as a percentage of net sales				
As reported	12.4%	9.9%	10.7%	8.3%
As adjusted	13.9%	11.4%	11.7%	11.9%
<b>Global Packaging</b>				
Net sales	\$ 377.5	\$ 382.2	\$ 394.4	\$ 401.0
Operating profit as reported	\$ 14.3	\$ 18.4	\$ 25.9	\$ 16.9
Non-GAAP adjustments:				
Facility consolidation and other costs (1)	9.9	7.3	0.7	8.6
Acquisition-related integration costs (2)	1.1	1.7	1.7	1.7
Pension curtailment (3)	—	—	—	(2.7)
Operating profit as adjusted	\$ 25.3	\$ 27.4	\$ 28.3	\$ 24.5
Operating profit as a percentage of net sales				
As reported	3.8%	4.8%	6.6%	4.2%
As adjusted	6.7%	7.2%	7.2%	6.1%
<b>Pressure Sensitive Materials</b>				
Net sales	\$ 135.4	\$ 141.9	\$ 145.3	\$ 136.5
Operating profit as reported	\$ 7.7	\$ 10.9	\$ 9.7	\$ 3.8
Non-GAAP adjustments:				
Facility consolidation and other costs (1)	—	—	—	2.7



Operating profit as adjusted	\$	7.7	\$	10.9	\$	9.7	\$	6.5
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Operating profit as a percentage of net sales								
As reported		5.7%		7.7%		6.7%		2.8%
As adjusted		5.7%		7.7%		6.7%		4.8%

- (1) Facility consolidation and other costs includes employee-related costs, accelerated depreciation, write down of equipment and other costs related to the Company's facility consolidation program.
- (2) Acquisition-related integration costs include earnout payments treated as compensation expense related to the Mayor Packaging acquisition.
- (3) Pension curtailment includes a gain associated with the Company's Mexican pension plan.

Business Segments (in millions)	Twelve Months Ended December 31,	
	2011	2010
	(unaudited)	
Sales including intersegment sales:		
U.S. Packaging	\$ 3,129.2	\$ 2,835.2
Global Packaging	1,650.1	1,461.6
Pressure Sensitive Materials	575.8	567.1
Intersegment sales:		
U.S. Packaging	(18.5)	(13.6)
Global Packaging	(12.9)	(10.8)
Pressure Sensitive Materials	(1.0)	(4.5)
Total net sales	<u>\$ 5,322.7</u>	<u>\$ 4,835.0</u>
<b>U.S. Packaging</b>		
Operating profit before facility consolidation and other costs	\$ 341.3	\$ 346.7
Facility consolidation and other costs	(26.3)	—
Operating profit	315.0	346.7
<b>Global Packaging</b>		
Operating profit before facility consolidation and other costs	121.2	121.8
Facility consolidation and other costs	(8.6)	—
Operating profit	112.6	121.8
<b>Pressure Sensitive Materials</b>		
Operating profit before facility consolidation and other costs	36.1	33.0
Facility consolidation and other costs	(2.7)	—
Operating profit	33.4	33.0
General corporate expenses	(92.8)	(100.7)
General corporate facility consolidation and other costs	(0.8)	—
Net general corporate expenses	(93.6)	(100.7)
Operating income	<u>\$ 367.4</u>	<u>\$ 400.8</u>

**Reconciliation of GAAP to Non-GAAP Operating Profit and Operating Profit as a Percentage of Net Sales by Segment**

(in millions)	Twelve Months Ended December 31,	
	2011	2010
	(unaudited)	
<b>U.S. Packaging</b>		
Net sales	\$ 3,110.7	\$ 2,821.6
Operating profit as reported	\$ 315.0	\$ 346.7
Non-GAAP adjustments:		
Purchase accounting for inventory and order backlog (1)	—	12.4
Acquisition-related integration costs (2)	—	1.7
Facility consolidation and other costs (3)	26.3	—
Operating profit as adjusted	\$ 341.3	\$ 360.8
Operating profit as a percentage of net sales		
As reported	10.1%	12.3%
As adjusted	11.0%	12.8%
<b>Global Packaging</b>		
Net sales	\$ 1,637.2	\$ 1,450.8
Operating profit as reported	\$ 112.6	\$ 121.8
Non-GAAP adjustments:		
Purchase accounting for inventory and order backlog (1)	0.5	3.0
Acquisition-related integration costs (2)	2.9	2.9
Facility consolidation and other costs (3)	8.6	—
Pension curtailment (4)	(2.7)	—
Operating profit as adjusted	\$ 121.9	\$ 127.7
Operating profit as a percentage of net sales		
As reported	6.9%	8.4%
As adjusted	7.4%	8.8%
<b>Pressure Sensitive Materials</b>		
Net sales	\$ 574.8	\$ 562.6
Operating profit as reported	\$ 33.4	\$ 33.0
Non-GAAP adjustments:		
Facility consolidation and other costs (3)	2.7	—

Operating profit as adjusted	\$ 36.1	\$ 33.0
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Operating profit as a percentage of net sales

As reported	5.8%	5.9%
As adjusted	6.3%	5.9%

- (1) Expenses related to the purchase accounting impact of the fair value write-up of inventory and a charge for the fair value of the customer order backlog, both in the Alcan Packaging Food Americas and Mayor Packaging acquisitions.
- (2) Acquisition related integration costs include severance costs for workforce reductions and equipment relocation costs related to the Alcan Packaging Food Americas acquisition and earnout payments treated as compensation expense related to the Mayor Packaging acquisition.
- (3) Facility consolidation and other costs includes employee-related costs, accelerated depreciation, write down of equipment and other costs related to the Company's facility consolidation program.
- (4) Pension curtailment includes a gain associated with the Company's Mexican pension plan.

Business Segments (in millions)	Twelve Months Ended December 31,	
	2011	2010
	(unaudited)	
<b>Total Assets:</b>		
U.S. Packaging	\$ 2,186.6	\$ 2,261.2
Global Packaging	1,501.0	1,531.3
Pressure Sensitive Materials	302.1	305.6
Total identifiable assets	3,989.7	4,098.1
Corporate assets	330.7	187.7
Total	<u>\$ 4,320.4</u>	<u>\$ 4,285.8</u>
<b>Depreciation and Amortization:</b>		
U.S. Packaging	\$ 124.6	\$ 125.5
Global Packaging	75.5	66.0
Pressure Sensitive Materials	13.2	13.2
Corporate	7.0	5.0
Total	<u>\$ 220.3</u>	<u>\$ 209.7</u>
<b>Expenditures for Property and Equipment:</b>		
U.S. Packaging	\$ 66.7	\$ 54.9
Global Packaging	36.2	35.5
Pressure Sensitive Materials	11.9	7.8
Corporate	20.4	15.0
Total	<u>\$ 135.2</u>	<u>\$ 113.2</u>