

BALL CORP
Form 8-K
April 26, 2012

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

April 25, 2012
(Date of earliest event reported)

BALL CORPORATION
(Exact name of Registrant as specified in its charter)

| | | |
|--|---------------------------------------|--|
| Indiana (State of Incorporation) | 001-07349 (Commission File No.) | 35-0160610 (IRS Employer Identification No.) |
|--|---------------------------------------|--|

10 Longs Peak Drive, P.O. Box 5000, Broomfield, CO 80021-2510
(Address of principal executive offices, including ZIP Code)

(303) 469-3131
(Registrant's telephone number, including area code)

Not Applicable
(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 (see General Instruction A.2. below):

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))

Ball Corporation
 Current Report on Form 8-K
 Dated April 26, 2012

Item 2.02. Results of Operations and Financial Condition

On April 26, 2012, Ball Corporation (the “Company”) issued a press release announcing its first quarter earnings for 2012, which results are set forth in the press release dated April 26, 2012, and attached hereto as Exhibit 99.1.

Earnings information regarding the first quarter 2012, as well as information regarding the use of non-GAAP financial measures, are set forth in the attached press release.

The information in this Report shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 5.07. Submission of Matters to a Vote of Security Holders

On April 25, 2012, the Company held its Annual Meeting of Shareholders (“Annual Meeting”). Following are the results of the matters voted on by shareholders at the Annual Meeting:

1. Election of Directors.

| Director | For | Withheld | Broker Non-Votes |
|--------------------|------------|------------|------------------|
| Robert W. Alspaugh | 83,494,284 | 45,753,276 | 8,751,782 |
| R. David Hoover | 95,613,576 | 33,633,984 | 8,751,782 |
| Jan Nicholson | 94,601,975 | 34,645,585 | 8,751,782 |

2. Ratification of the appointment of PricewaterhouseCoopers LLP as the independent auditor for the Company for 2012.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 131,323,566 | 6,423,064 | 252,712 | 0 |

3. Approval, by non-binding advisory vote, of the compensation of the Named Executive Officers as disclosed in the 2012 Proxy Statement.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 123,351,657 | 5,040,161 | 855,742 | 8,751,782 |

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following is furnished as an exhibit to this report:

Exhibit 99.1 Ball Corporation Press Release dated April 26, 2012

SIGNATURE

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.

BALL CORPORATION
(Registrant)

By: /s/ Scott C. Morrison
Name: Scott C. Morrison
Title: Senior Vice President and
Chief Financial Officer

Date: April 26, 2012

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April 26, 2012

EXHIBIT INDEX

| Description | Exhibit |
|---|---------|
| Ball Corporation Press Release dated April 26, 2012 | 99.1 |