

BALL Corp
Form DEF 14A
March 14, 2018
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BALL CORPORATION
Notice of 2018
Annual Meeting
of Shareholders
and Proxy Statement

Wednesday,
April 25, 2018,
7:30 a.m., local time
10 Longs Peak Drive,
Broomfield, Colorado

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Wednesday, April 25, 2018

7:30 a.m., local time

10 Longs Peak Drive, Broomfield, Colorado 80021

The Annual Meeting of Shareholders of Ball Corporation will be held at the Corporation's offices, 10 Longs Peak Drive, Broomfield, Colorado 80021-2510, on Wednesday, April 25, 2018, at 7:30 a.m. (MDT) for the following purposes:

1.

To elect three directors for three-year terms expiring at the Annual Meeting of Shareholders to be held in 2021;

2.

To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Corporation for 2018;

3.

To approve, by non-binding advisory vote, the compensation of the named executive officers ("NEOs") as disclosed in the following Proxy Statement; and

4.

To consider any other business as may properly come before the meeting, although it is anticipated that no business will be conducted other than the matters listed above.

Only holders of common stock of record at the close of business on March 1, 2018, are entitled to notice of and to vote at the Annual Meeting or any adjournment thereof. A Proxy Statement containing important information about the meeting and the matters being voted upon appears on the following pages.

Your vote is important. You are urged to read the accompanying proxy materials carefully and in their entirety and submit your proxy as soon as possible so that your shares can be voted at the meeting in accordance with your instructions. You have a choice of submitting your proxy by the Internet or by telephone, or, if you request a paper copy of the materials, by mail.

By Order of the Board of Directors,

Charles E. Baker

Corporate Secretary

March 14, 2018

Broomfield, Colorado

PLEASE NOTE: The 2018 Annual Meeting of Shareholders will be held to tabulate the votes cast and to report the results of voting on the items described above.

No management presentations or other business matters are planned for the meeting.

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BALL CORPORATION

10 Longs Peak Drive, Broomfield, Colorado 80021-2510

PROXY STATEMENT

March 14, 2018

ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD WEDNESDAY, APRIL 25, 2018

Important Notice Regarding the Availability of Proxy Materials
for the Annual Shareholder Meeting

The Proxy Statement, Form 10-K and Annual Report are Available
at <http://materials.proxyvote.com>

To Shareholders of Ball Corporation:

This Proxy Statement and the accompanying proxy are furnished to shareholders in connection with the solicitation by the Board of Directors of Ball Corporation (the “Corporation” or “Ball”) of proxies to be voted at the Annual Meeting of Shareholders (the “Annual Meeting”) to be held April 25, 2018, for the purposes stated in the accompanying notice of the meeting. We are first furnishing and making available to shareholders the proxy materials on March 14, 2018.

Please submit your proxy as soon as possible so that your shares can be voted at the meeting. All properly completed proxies submitted by telephone or the Internet, and all properly executed written proxies returned by shareholders who request paper copies of the proxy materials, that are delivered pursuant to this solicitation, will be voted at the meeting in accordance with the directions given in the proxy, unless the proxy is revoked prior to completion of voting at the meeting. Only holders of record of shares of the Corporation’s common stock as of the close of business on March 1, 2018, the record date for the Annual Meeting, are entitled to notice of and to vote at the meeting, or at any adjournments or postponements of the meeting.

Any Ball Corporation shareholder of record as of March 1, 2018, the record date, desiring to submit a proxy by telephone or via the Internet will be required to enter the unique voter control number imprinted on the Ball Corporation proxy card, and therefore should have the proxy card for reference when initiating the process.

To submit your proxy by telephone, call 1-800-690-6903 on a touch-tone telephone and follow the menu instructions provided. There is no charge for this call.

To submit your proxy over the Internet, log on to the Website www.proxyvote.com and follow the instructions provided.

Similar instructions are included on the enclosed proxy card.

A shareholder of record of the Corporation may revoke a proxy in writing at any time prior to the meeting by sending written notice of revocation to the Corporate Secretary; by voting again by telephone; by voting via the Internet; by voting in writing if you requested your materials in paper copy; or by voting in person at the meeting.

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ABOUT THE ANNUAL MEETING

Why am I receiving the Proxy Statement? You are receiving the Proxy Statement because you owned shares of Ball Corporation common stock on March 1, 2018, the record date, and that entitles you to vote at the Annual Meeting. The Corporation's Board of Directors ("Board") is soliciting your proxy to vote at the scheduled 2018 Annual Meeting or at any later meeting should the scheduled Annual Meeting be adjourned or postponed for any reason. Your proxy will authorize specified people (proxies) to vote on your behalf at the Annual Meeting in accordance with your written instructions. By use of a proxy, you can vote, whether or not you attend the meeting.

What will I be voting on? You will be voting on (1) the election of three director nominees named in this Proxy Statement for terms expiring at the 2021 annual meeting of shareholders; (2) the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2018; and (3) an advisory vote to approve the compensation of the named executive officers.

What are the Board of Directors' recommendations? The Board recommends a vote (1) FOR the election of the three director nominees named in this Proxy Statement; (2) FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Corporation's independent registered public accounting firm for 2018; and (3) FOR the advisory vote on the compensation of the named executive officers.

Could other matters be decided at the Annual Meeting? We do not know of any other matters that will be raised at the Annual Meeting. The Chairman will allow presentation of a proposal or a nomination for the Board from the floor at the Annual Meeting only if the proposal or nomination was properly submitted. The proxies will have discretionary authority, to the extent permitted by law, to vote for or against other matters that may properly come before the Annual Meeting as those persons deem advisable.

How many votes can be cast by all shareholders? Each share of Ball Corporation common stock (other than 1,376 shares of common stock that have been granted as restricted stock without voting rights) is entitled to one vote on each of the three directors to be elected and one vote on each other matter that is properly presented at the Annual Meeting.

How do I vote my shares if I am a record holder? If you are a record holder of shares; that is, the shares are registered in your name and not the name of your broker or other nominee, you are urged to submit your proxy as soon as possible, so that your shares can be voted at the meeting in accordance with your instructions. You may submit your proxy by telephone or via the Internet as instructed on page 1 of the Proxy Statement and on your proxy card, or you can complete, sign, date and mail your proxy card if you request a paper copy of the proxy materials. You may also vote by attending the Annual Meeting, or sending a personal representative to the Annual Meeting with an appropriate proxy, in order to vote. Unless you or a personal representative plan to be in attendance and vote at the meeting, your vote must be received no later than 11:59 p.m. (EDT) on Tuesday, April 24, 2018.

How do I vote my shares if I hold my shares under the Employee Stock Purchase Plan ("ESPP") or the 401(k) Plan? Participants may vote their shares in the manner set forth above; however, shares held through the Plans must be voted by 11:59 p.m. (EDT) on Sunday, April 22, 2018. The Trustee of the 401(k) Plan will vote the unvoted shares for each voting item in the same proportion as the voted shares for each item. The Administrator of the ESPP will vote the unvoted shares for that Plan in accordance with the Board of Directors' recommendations.

How do I vote my shares if I hold my shares in "street name" through a bank or broker? If you hold your shares as a beneficial owner through a bank, broker or other nominee, you must provide voting instructions to your bank, broker or other nominee by the deadline provided in the materials you receive from your bank, broker or other nominee to ensure your shares are voted in the way you would like at the meeting. Your bank, broker or other nominee will send you specific instructions in this regard to vote your shares. If you do not provide instructions to your bank, broker or other nominee, whether your shares are voted depends on the type of item being considered for a vote. For example, under applicable stock exchange rules, brokers are permitted to vote on "discretionary" items if the voting instructions from the beneficial owners of the shares are not provided in a timely manner. Brokers are not permitted to vote on "nondiscretionary" items. The proposal to approve the appointment of independent auditors is considered a "discretionary" item. This means that brokerage firms may vote in their discretion on this matter on behalf of clients who have not furnished voting instructions at least ten days before the date of the meeting. In contrast, the other items to be voted on at the Annual Meeting are "nondiscretionary" items. This means brokerage firms that have not received voting instructions from their clients on these items may not vote on them. These so-called "broker nonvotes" will be included

in the calculation of the number of votes considered to be present at the meeting for purposes of determining a quorum, but will not be considered in determining the number of votes necessary for approval and will have no effect on the outcome of the votes for such items.

Can I revoke my proxy or change my vote? Shareholders of record may revoke their proxies or change their votes in writing at any time prior to the meeting by sending written notice of revocation to the Corporate Secretary; by voting again by telephone or via the Internet; by voting in writing if they requested their materials in paper copy; or by voting in person at the meeting. Attendance in and of itself at the Annual Meeting will not revoke a proxy. For shares you hold beneficially but not of record, you may change your vote by submitting new voting instructions to your bank, broker or other nominee or, if you have obtained a valid proxy from your broker or nominee giving you the right to vote your shares, by attending the meeting and voting in person.

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At the close of business on March 1, 2018, there were outstanding 350,551,810 shares of common stock. Other than 1,376 shares of common stock granted as restricted stock without voting rights, each of the shares of common stock is entitled to one vote. Shareholders do not have cumulative voting rights with respect to the election of directors. Based on Schedule 13G filings with the Securities and Exchange Commission (“SEC”), the following table indicates the beneficial owners of more than 5% of the Corporation’s outstanding common stock as of December 31, 2017:

Name and Address of Beneficial Owner	Shares Beneficially Owned	Percent of Class
T. Rowe Price Associates, Inc. 100 East Pratt Street Baltimore, Maryland 21202	38,068,279 (1)	10.8
The Vanguard Group 100 Vanguard Boulevard Malvern, Pennsylvania 19355	36,034,813 (2)	10.3
Wellington Management Group LLP Wellington Group Holdings LLP Wellington Investment Advisors Holdings LLP c/o Wellington Management Company LLP 280 Congress Street Boston, Massachusetts 02210	21,890,225 (3)	6.3
BlackRock, Inc. 55 East 52nd Street New York, New York 10055	21,337,588 (4)	6.1

(1)
12,331,332 shares with sole voting power.
38,068,279 shares with sole dispositive power.
No shares with shared voting power and shared dispositive power.

(2)
489,384 shares with sole power to vote or direct to vote.
61,503 shares with shared power to vote or direct to vote.
35,491,020 shares with sole power to dispose of or to direct the disposition of.
543,793 shares with shared power to dispose of or to direct the disposition of.

Vanguard Fiduciary Trust Company (“VFTC”), a wholly owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 388,101 shares or 0.11% of the common stock outstanding of the Corporation as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. (“VIA”), a wholly owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 254,106 shares or 0.07% of the common stock outstanding of the Corporation as a result of its serving as investment manager of Australian investment offerings.

(3)
16,543,135 shares with shared voting power.
21,890,225 shares with shared dispositive power.
No shares with sole voting and dispositive power.

The securities reported by Wellington Management Group LLP, as parent holding company of certain holding companies and Wellington Investment Advisors, are owned of record by clients of Wellington Investment Advisors. Wellington Investment Advisors Holdings LLP controls directly or indirectly through Wellington Management Global

Holdings, Ltd., Wellington Investment Advisors. Wellington Investment Advisors Holdings LLP is owned by Wellington Group Holdings LLP. Wellington Group Holdings LLP is owned by Wellington Management Group LLP.
(4)

18,486,362 shares with sole voting power.

21,337,588 shares with sole dispositive power.

No shares with shared voting power.

No shares with shared dispositive power.

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The following table lists the beneficial ownership of common stock of the Corporation of our director nominees, continuing directors, all individuals who served as either our Chief Executive Officer (“CEO”) or our Chief Financial Officer (“CFO”) during the last fiscal year, the three other most highly compensated executive officers of the Corporation and, as a group, all of such persons and our other executive officers as of the close of business on March 1, 2018.

Title of Class	Name of Beneficial Owner	Shares Beneficially Owned (1)	Percent of Class (2)	Included in Shares Beneficially Owned	Excluded from Shares	
				Number of Shares Which Become Available or Subject to Options Exercisable or Which Become Exercisable Within 60 Days of March 1, 2018 (3)	Deferred Share or Stock Unit Equivalent (4)	Restricted Stock Shares or Units (5)
Common	Robert W. Alspaugh	6,000	*	—	59,922	75,214
Common	Charles E. Baker	515,928 (6)	*	314,512	137,466	62,229
Common	Michael J. Cave	6,000	*	—	6,120	22,854
Common	Hanno C. Fiedler	326,050	*	72,590	—	72,590
Common	Daniel W. Fisher	74,064	*	38,302	6,601	73,080
Common	John A. Hayes	3,193,226 (7)	*	2,690,516	546,209	279,929