

BWAY CORP
Form 8-K
June 09, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 9, 2010

Commission

Registrant and

I.R.S. Employer

File Number

State of Incorporation

Identification Number

001-33527

BWAY Holding Company
(Delaware)

55-080054

001-12415

BWAY Corporation
(Delaware)

36-3624491

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8607 Roberts Drive, Suite 250

Atlanta, Georgia

(Address of principal executive offices)

30350-2237

(Zip Code)

(770) 645-4800

(Registrant's telephone number)

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))

Item 8.01 Other Events

On June 9, 2010, Picasso Merger Sub, Inc. (the Purchaser), in anticipation of the previously announced proposed acquisition of BWAY Holding Company (the Company) by companies organized by Madison Dearborn Partners, LLC through a merger (the Merger) of the Purchaser, a wholly-owned subsidiary of Picasso Parent Company, Inc., with and into the Company, announced today that it is extending the expiration date (as extended, the Expiration Date) of its previously announced tender offer (the Tender Offer) and consent solicitation (the Consent Solicitation) with respect to BWAY Corporation s (BWAY) 10% Senior Subordinated Notes due 2014 (the Notes). The Expiration Date for the Tender Offer has been extended from 5:00 p.m., New York City time, on June 9, 2010 to 8:00 a.m. New York City time on June 16, 2010, unless further extended in accordance with the offer to purchase and consent solicitation dated May 11, 2010 and applicable law. The Expiration Date is also the date on which the Merger is expected to be consummated.

A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.

99.1 Press release dated June 9, 2010

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.

BWAY Holding Company

Date: June 9, 2010

By: /s/ Michael B. Clauer
Michael B. Clauer
Executive Vice President and

Chief Financial Officer

BWAY Corporation

Date: June 9, 2010

By: /s/ Michael B. Clauer
Michael B. Clauer
Executive Vice President and

Chief Financial Officer