

Avery Dennison Corp  
Form 8-K  
December 06, 2013

**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**

**December 5, 2013**

Date of Report

**AVERY DENNISON CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1 -7685**  
(Commission  
File Number)

**95-1492269**  
(IRS Employer  
Identification No.)

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**150 North Orange Grove Boulevard**

**Pasadena, California**

(Address of Principal Executive Offices)

**91103**

(Zip Code)

Registrant's telephone number, including area code **(626) 304-2000**

(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))

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**Section 5 Corporate Governance and Management**

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On December 5, 2013, the Board of Directors of Avery Dennison Corporation (the Company ) adopted Amended and Restated Bylaws (the Bylaws ) to (i) clarify that the office of treasurer may be held by the chief financial officer, as permitted by the Delaware General Corporation Law (the DGCL) and (ii) remove the fiscal year provision, which is not required under the DGCL. A copy of the Bylaws is attached hereto as Exhibit 3.2.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

3.2 Amended and Restated Bylaws, dated as of December 5, 2013.

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**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 hereunto duly authorized.

**AVERY DENNISON CORPORATION**

Date: December 6, 2013

By: /s/ Susan C. Miller  
Name: Susan C. Miller  
Title: Senior Vice President, General Counsel and  
Secretary

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EXHIBIT INDEX

Exhibit No.	Description
3.2	Amended and Restated Bylaws, dated as of December 5, 2013.

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