

BEMIS CO INC  
Form 10-K  
February 19, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2015

Commission File Number 1-5277

BEMIS COMPANY, INC.  
(Exact name of Registrant as specified in its charter)

|   |   |
|---|---|
| Missouri<br>(State or other jurisdiction of<br>incorporation or organization) | 43-0178130<br>(I.R.S. Employer<br>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) 527-5000

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class                      | Name of Each Exchange<br>on Which Registered |
|--|--|
| Common Stock, par value \$0.10 per share | New York Stock Exchange                      |

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required

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to submit and post such files). YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§232.405) is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). YES  NO

The aggregate market value of the voting and non-voting common equity held by nonaffiliates of the Registrant on June 30, 2015, based on a closing price of \$45.01 per share as reported on the New York Stock Exchange, was \$4,342,067,304.

As of February 17, 2016, the Registrant had 94,687,104 shares of Common Stock issued and outstanding.

Documents Incorporated by Reference

Portions of the Proxy Statement - Annual Meeting of Shareholders May 5, 2016 - Part III

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BEMIS COMPANY, INC. AND SUBSIDIARIES  
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## Forward-Looking Statements

This Annual Report contains certain estimates, predictions, and other “forward-looking statements” (as defined in the Private Securities Litigation Reform Act of 1995, and within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended). Forward-looking statements are generally identified with the words “believe,” “expect,” “anticipate,” “intend,” “estimate,” “target,” “may,” “will,” “project,” “should,” “continue,” or the negative thereof or other similar expressions, or discussion of future goals or aspirations, which are predictions of or indicate future events and trends and which do not relate to historical matters. Such statements are based on information available to management as of the time of such statements and relate to, among other things, expectations of the business environment in which we operate, projections of future performance (financial and otherwise), including those of acquired companies, perceived opportunities in the market and statements regarding our mission and vision. Forward-looking statements involve known and unknown risks, uncertainties, and other factors, which may cause actual results, performance, or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Factors that could cause actual results to differ from those expected include, but are not limited to, general and global economic conditions caused by inflation, interest rates, consumer confidence, rates of unemployment and foreign currency exchange rates; investment performance of assets in our pension plans; competitive conditions within our markets, including the acceptance of our new and existing products; potential loss of business or increased costs due to customer or vendor consolidation; customer contract bidding activity; threats or challenges to our patented or proprietary technologies; raw materials: costs, availability and terms (particularly for polymer resins and adhesives); price changes for raw materials and our ability to pass these price changes on to our customers or otherwise manage commodity price fluctuation risks; unexpected energy surcharges; broad changes in customer order patterns; a failure in our information technology infrastructure or applications; changes in governmental regulation, especially in the areas of environmental, health and safety matters, fiscal incentives, and foreign investment; unexpected outcomes in our current and future administrative and litigation proceedings; unexpected outcomes in our current and future tax proceedings; changes in domestic and international tax laws; costs associated with the pursuit of business combinations or divestitures; unexpected costs associated with the integration of acquired businesses; unexpected costs and timing related to transition of production; changes in our labor relations; and the impact of changes in the world political environment including threatened or actual armed conflict. These and other risks, uncertainties, and assumptions identified from time to time in our filings with the Securities and Exchange Commission, including without limitation, those described under Item 1A "Risk Factors" of this Annual Report on Form 10-K and our quarterly reports on Form 10-Q, could cause actual future results to differ materially from those projected in the forward-looking statements. In addition, actual future results could differ materially from those projected in the forward-looking statement as a result of changes in the assumptions used in making such forward-looking statement.

## PART I

### ITEM 1 — BUSINESS

Bemis Company, Inc., a Missouri corporation (the “Registrant” or “Company”), continues a business formed in 1858. The Company was incorporated in 1885 as Bemis Bro. Bag Company with the name changed to Bemis Company, Inc. in 1965. The Company is a global manufacturer of packaging products. The Company's business activities are organized around its two reportable business segments, U.S. Packaging (67 percent of 2015 net sales) and Global Packaging (33 percent).

The majority of the Company's products are sold to customers in the food industry. Other customers include companies in the following types of businesses: chemical, agribusiness, medical, pharmaceutical, personal care, electronics, construction, and other consumer goods. Further information about the Company's operations in its business segments and geographic areas is available in Note 20 to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

As of December 31, 2015, the Company had approximately 17,500 employees worldwide. Approximately 8,500 of these employees were in the U.S., with approximately 40 percent of hourly production employees covered by collective bargaining agreements involving six different unions. Of the approximately 9,000 employees who were outside the U.S., over half of the hourly production employees and some of the salaried workforce are covered by collective bargaining agreements and are represented by numerous unions.

Working capital fluctuates throughout the year in relation to business volume and other marketplace conditions. The Company maintains inventory levels that provide a reasonable balance between obtaining raw materials at favorable prices and maintaining adequate inventory levels to enable the Company to fulfill its commitment to promptly fill customer orders. Manufacturing backlogs are not a significant factor in the industries in which the Company operates. The business of each of the reportable segments is not seasonal to any significant extent.

The Company is the owner or licensee of a number of United States and foreign patents and patent applications that relate to certain of its products, manufacturing processes, and equipment. The Company also has a number of trademarks and trademark registrations in the United States and in foreign countries. The Company's patents, licenses, and trademarks collectively provide a competitive advantage. However, the loss of any single patent or license alone would not have a material adverse effect on the Company's results as a whole or those of any of its segments.

The Company's strategic objectives are to accelerate growth, focus innovation, and continuously improve, all focused at delivering strong financial performance toward the Company's long-term targets. In support of the strategic objectives, the Company's vision is: passionate commitment to the growth and success of our customers will make Bemis the clear choice for inspired packaging solutions.

The Company's business activities are organized around its two reportable business segments, U.S. Packaging and Global Packaging. Both internal and external reporting conform to this organizational structure. A summary of the Company's business activities reported by its two reportable business segments follows.

#### U.S. Packaging Segment

The U.S. Packaging segment represents all food, consumer, and industrial products packaging-related manufacturing operations located in the United States. This segment manufactures multilayer polymer, blown and cast film structures to produce packaging sold for food and personal care product applications as well as non-food applications. Markets for these products include processed and fresh meat, dairy, liquids, frozen foods, cereals, snacks, cheese, coffee, condiments, candy, pet food, bakery, lawn and garden, tissue, fresh produce, personal care and hygiene, disposable

diapers, and agribusiness.

**Global Packaging Segment**

The Global Packaging segment includes all packaging-related manufacturing operations located outside of the United States as well as global medical device and pharmaceutical packaging-related manufacturing operations. This segment manufactures multilayer polymer, blown and cast film structures to produce packaging sold for a variety of food, medical, pharmaceutical, personal care, electronics, and industrial applications. Additional products include injection molded plastic and folding carton packaging. Markets for these products include processed and fresh meat, dairy, liquids, snacks, cheese, coffee, condiments, candy, bakery, tissue, fresh produce, personal care and hygiene, disposable diapers, agribusiness, pharmaceutical, and medical devices.

### Marketing, Distribution, and Competition

While the Company's sales are made through a variety of distribution channels, substantially all sales are made by the Company's direct sales force. Sales offices and plants are located throughout North America, Latin America, Europe, and Asia-Pacific to provide prompt and economical service to thousands of customers. The Company's technically trained sales force is supported by product development engineers, design technicians, and a customer service organization.

Sales to the Kraft Heinz Company, and its subsidiaries, accounted for approximately twelve percent of the Company's sales in 2015. Business arrangements with them and certain large customers require a large portion of the manufacturing capacity at a few individual manufacturing sites. Any change in the business arrangement would typically occur over a period of time, which would allow for an orderly transition for both the Company's manufacturing site and the customer.

The major markets in which the Company sells its products are highly competitive. Areas of competition include service, innovation, quality, and price. This competition is significant as to both the size and the number of competing firms. Competitors include Amcor Limited, Berry Plastics Corporation, Bryce Corporation, Coveris, Printpack, Inc., Sealed Air Corporation, Sonoco Products Company, Wipak OY, Wipak Ltd, and a variety of other privately held companies.

The Company considers itself to be a significant participant in the markets in which it serves; however, due to the diversity of our business, the Company's precise competitive position in these markets is not reasonably determinable. Advertising is limited primarily to business and trade publications emphasizing the Company's product features and related technical capabilities.

### Raw Materials

Polymer resins and films, paper, inks, adhesives, aluminum, and chemicals constitute the major raw materials used by the Company. These are purchased from a variety of global industry sources, and the Company is not dependent on any one supplier for its raw materials. While temporary industry-wide shortages of raw materials may occur, the Company expects to continue to successfully manage raw material supplies without significant supply interruptions. Currently, raw materials are readily available.

### Research and Development Expense

Research and development expenditures were as follows:

| (in millions)    | 2015   | 2014   | 2013   |
|------------------|--------|--------|--------|
| U.S. Packaging   | \$20.3 | \$21.0 | \$23.2 |
| Global Packaging | 14.0   | 16.7   | 15.1   |
| Corporate        | 9.8    | 6.4    | 2.2    |
| Total            | \$44.1 | \$44.1 | \$40.5 |

### Environmental Control

Compliance with federal, state, and local laws, rules, and regulations which have been enacted or adopted regulating discharges of materials into the environment or otherwise relating to the protection of the environment, is not expected to have a material effect on the capital expenditures, earnings, or competitive position of the Company and its subsidiaries.

### Available Information

The Company is a large accelerated filer (as defined in Exchange Act Rule 12b-2) and is also an electronic filer. Electronically filed reports (Forms 4, 8-K, 10-K, 10-Q, S-3, S-8, etc.) can be accessed at the Securities and Exchange Commission (SEC) website (<http://www.sec.gov>) or by visiting the SEC's Public Reference Room located at 100 F St.,

N.E., Washington, DC 20549 (call 1-202-551-8090 or 1-800-732-0330 for hours of operation). Electronically filed and furnished reports can also be accessed through the Company's own website (<http://www.bemis.com>), under Investors/SEC Filings or by writing for free information, including SEC filings, to Investor Relations, Bemis Company, Inc., One Neenah Center, 4th Floor, P.O. Box 669, Neenah, Wisconsin 54957-0669, or calling (920) 527-5000. In addition, the Company's Board Committee charters, Principles of Corporate Governance, and the Company's Code of Conduct can be electronically accessed at the Company's website under About Bemis/Corporate Governance or, free of charge, by writing directly to the Company, Attention: Corporate Secretary. The Company will post any amendment to, or waiver from, a provision of the Code of Conduct that applies to our principal executive officer, principal financial officer, principal accounting officer, and other persons performing similar functions on the Investor Relations section of its website ([www.bemis.com](http://www.bemis.com)) promptly following the date of such amendment or waiver.



#### Explanation of Terms Describing the Company's Products

**Aseptic packaging** — Packaging used in a flash-heating process in which a food product and its packaging are sterilized separately and then combined and sealed under sterile conditions. This process retains more nutrients and uses less energy than conventional sterilization techniques and extends the shelf life of processed food without using preservatives.

**Barrier products** — Products that provide protection and extend the shelf life of the package contents. These products provide protection from oxygen, moisture, light, odor, or other environmental factors by combining different types of plastics and additives into a multilayered plastic package.

**Cast film** — A plastic film that is extruded through a straight slot die as a flat sheet during its manufacturing process.

**Child resistant** — Packaging materials and systems for drugs and household chemicals that are designed to be difficult for children to open.

**Coextruded film** — A blown or cast film extruded with multiple layers extruded simultaneously.

**CSD labels** — Carbonated soft drink labels.

**Extruded film** — A plastic film manufactured by forcing heated resin through a shaped die. This forms a tube of thin plastic film which is then expanded by an internal column of air to produce a continuous ribbon of film.

**EZ Open packaging** — Package technologies such as peelable closures or laser scoring used to allow the consumer easy access to a packaged product. EZ Open packaging may be combined with reclose features such as plastic zippers to allow for convenient storage of the packaged material once opened.

**Film laminate** — A multilayer plastic film made by laminating two or more films together with the use of adhesive or a molten plastic to achieve a barrier for the packaged contents.

**Flexible pouches** — A packaging option that delivers a semi-finished package, instead of rollstock, to a customer for filling product and sealing/closing the package for distribution.

**Flexographic printing** — The most common flexible packaging printing process using a raised rubber or alternative material image mounted on a printing cylinder.

**Forming films** — A flexible plastic film that is designed to take the shape determined by a cavity when subjected to heat and vacuum.

**Injection molded plastic** — Plastic that is created through a manufacturing process where heated plastic is injected into a die or mold.

**Multipack** — A film manufactured by a modified extrusion process that is used for wrapping and holding multipacks of products such as canned goods and bottles of liquids, replacing corrugate and fiberboard.

**Narrow-web rolls** — Films that are produced one-across at widths typically less than one meter and can be produced in either tube or roll form depending on the application.

**Retort packaging** — A multilayer flexible or rigid package able to withstand the thermal processing used for sterilization, similar to the process used for pressure cooking. The food is prepared and sealed in a package and then heated to approximately 250 degrees Fahrenheit under high pressure. This process extends the food product's shelf life under normal room temperature conditions.

**Rigid packaging** — A form of packaging in which the shape of the package is retained as its contents are removed.

Bottles, trays and clamshell packaging are examples of rigid packaging options.

**Rollstock** — The principal form in which flexible packaging material is delivered to a customer. Finished film wound on a core is converted in a process at the end user's plant that forms, fills, and seals the package of product for delivery to customers.

**Rotogravure printing** — A high quality printing process utilizing a metal engraved cylinder.

**Shrink bags/films** — An extruded packaging film that is cooled, reheated, and stretched at a temperature near its melting point. The film is made to shrink around a product by an application of thermal treatment, and can be a barrier product if a layer of oxygen barrier material is added.

**Specialty film** — Plastic films that are produced for non-food applications and are typically used as either secondary packaging

or incorporated into a film structure to impart specific physical and /or performance characteristics.

Sterilization packaging — Packaging materials and preformed packaging systems that support the sterilization process, physical and sterile barrier protection through global distribution, and aseptic operating room presentation of life saving medical devices and technologies.

Thermoformed plastic packaging — A package formed by applying heat to a film to shape it into a tray or cavity and then sealing a flat film on top of the package after it has been filled.

Vacuum skin packaging ("VSP") — Vacuum skin packaging combines the benefits of traditional vacuum packs in terms of shelf life extension and premium second-skin presentation of meats, fish, and ready-made meals. VSP systems include multilayer high barrier top webs and adapted forming webs and trays.

## ITEM 1A — RISK FACTORS

The following factors, as well as factors described elsewhere in this Form 10-K, or in other filings by the Company with the Securities and Exchange Commission, could adversely affect the Company's consolidated financial position, results of operations or cash flows. Other factors not presently known to us or that we presently believe are not material could also affect our business operations and financial results.

**Raw materials** — Raw material cost increases or shortages could adversely affect our results of operations.

As a manufacturer, our sales and profitability are dependent on the availability and cost of raw materials, which are subject to price fluctuations. Inflationary and other increases in the costs of raw materials have occurred in the past and are expected to recur, and our performance depends in part on our ability to reflect changes in costs in selling prices for our products. We have generally been successful in managing the impact of higher raw material costs by increasing selling prices through our contractual pass-through mechanisms with most of our customers. Natural disasters such as hurricanes, in addition to terrorist activity and government regulation of environmental emissions, may negatively impact the production or delivery capacity of our raw material suppliers in the chemical and paper industries. This could result in increased raw material costs or supply shortages, which may have a negative impact on our profitability if the cost increases are sustained sequentially over multiple periods or, in the case of a shortage, if we are unable to secure raw materials from alternative sources.

**Key customers** — The loss of key customers or a significant reduction in sales to those customers could significantly reduce our revenues.

Our customer base includes key (generally large) customers that are important to our success. The Company's response to continued and increased customer consolidations and marketplace competition may result in lower than expected net pricing of the Company products. Furthermore, if key customers experience financial pressure, they could request more favorable contractual terms, which could place additional pressure on our margins and cash flows. In addition, our success depends on our ability to respond timely to changes in customer product needs and market acceptance of our products. We must produce products that meet the quality, performance, and price expectations of our customers. Changes in customers' preferences for our products can also affect the demand for our products. Lower demand for our products could adversely impact our business, financial condition and results of operations.

**Foreign operations** — Conditions in foreign countries and changes in foreign currency exchange rates may significantly reduce our reported results of operations.

We have operations globally. In 2015, approximately 28 percent of our sales were generated by entities operating outside of the United States. Fluctuations in currencies can cause transaction and translation losses. In addition, our revenues and net income may be adversely affected by economic conditions, political situations, and changing laws and regulations in foreign countries, as to which we have no control.

**Interest rates** — An increase in interest rates could reduce our reported results of operations.

At December 31, 2015, our variable rate borrowings approximated \$967.2 million (which includes \$400 million fixed rate notes that have been effectively converted to variable rate debt through the use of a fixed to variable rate interest rate swap). Fluctuations in interest rates can increase borrowing costs and have an adverse impact on results of operations. Accordingly, increases in short-term interest rates will directly impact the amount of interest we pay. For each one percent increase in variable interest rates, our annual interest expense would increase by approximately \$9.7 million on the \$967.2 million of variable rate debt outstanding as of December 31, 2015.

**Acquisitions and divestitures** — We may not be able to successfully integrate businesses that we acquire or limit ongoing costs associated with the operations we divest.

We have made numerous acquisitions in the past and are regularly considering new acquisitions that we believe will provide meaningful opportunities to grow our business and improve performance in the future. Acquired businesses

may not achieve the levels of revenue, profit, productivity, or otherwise perform as we expect. Acquisitions involve special risks, including, without limitation, the potential assumption of unanticipated liabilities and contingencies as well as difficulties in integrating acquired businesses. While we believe that our acquisitions will improve our competitiveness and future financial performance, we can give no assurance that acquisitions will be successful. We also make strategic divestitures from time to time and we may agree to indemnify acquiring parties for certain liabilities arising from our former businesses.

Information technology — A failure in our information technology systems could negatively affect our business. We depend on information technology to record and process customers' orders, manufacture and ship products in a timely manner, and maintain the financial accuracy of our business records. We are in the process of implementing a global Enterprise Resource Planning ("ERP") system that will redesign and deploy new processes and a common information system across our plants over a period of several years. There can be no certainty that this system will deliver the expected benefits. The failure to achieve our goals may impact our ability to (1) process transactions accurately and efficiently and (2) remain in step with the changing needs of the trade, which could result in the loss of customers. In addition, the failure to either deliver the application on time, or anticipate the necessary readiness and training needs, could lead to business disruption and loss of customers and revenue. Finally, failure or abandonment of any part of the ERP system could result in a write-off of part or all of the costs that have been capitalized on the project.

Our information systems could also be penetrated by outside parties or misused by employees or other insiders intent on extracting information, corrupting information, or disrupting business processes. Such unauthorized access could disrupt our business and could result in the loss of assets, which could result in the loss of customer confidence and business, and cause us to incur time and expense in remediation efforts.

Litigation — Litigation or regulatory developments could adversely affect our business operations and financial performance.

We are, and in the future will become, involved in lawsuits, regulatory inquiries, and governmental and other legal proceedings arising out of the ordinary course of our business. As we expand our global footprint, we become exposed to more uncertainty regarding the regulatory environment. The timing of the final resolutions to lawsuits, regulatory inquiries, and governmental and other legal proceedings is typically uncertain. Additionally, the possible outcomes of, or resolutions to, these proceedings could include adverse judgments or settlements, either of which could require substantial payments. See "Legal Proceedings" included in Item 3 of this Annual Report on Form 10-K.

Goodwill and other intangible assets — A significant write-down of goodwill and/or other intangible assets would have a material adverse effect on our reported results of operations and net worth.

We review our goodwill balance for impairment at least once a year using the business valuation methods allowed in accordance with current accounting standards. These methods include the use of a weighted-average cost of capital to calculate the present value of the expected future cash flows of our reporting units. Future changes in the cost of capital, expected cash flows, or other factors may cause our goodwill and/or other intangible assets to be impaired, resulting in a non-cash charge against results of operations to write down these assets for the amount of the impairment. In addition, if we make changes in our business strategy or if external conditions adversely affect our business operations, we may be required to record an impairment charge for goodwill or intangibles, which would lead to decreased assets and reduced net operating results. If a significant write down is required, the charge would have a material adverse effect on our reported results of operations and net worth. We have identified the valuation of intangibles as a critical accounting estimate. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates and Judgments—Intangible assets and goodwill" included in Item 7 of this Annual Report on Form 10-K.

Patents and proprietary technology — Our success is dependent on our ability to develop and successfully introduce new products and to acquire and retain intellectual property rights.

Our ability to develop and successfully market new products and to develop, acquire, and retain necessary intellectual property rights is essential to our continued success, but cannot reasonably be assured.

Funded status of pension plans — Recognition of pension liabilities may cause a significant reduction in stockholders' equity.

In September 2013 the Company approved amendments related to certain defined benefit pension plans effective December 31, 2013. The amendments froze all further benefit accruals for all persons entitled to benefits under these

plans as of December 31, 2013. As a result, final average pay formulas will not reflect future compensation increases or additional service after December 31, 2013. While the amendments reduced some risk related to future service costs, there is still risk associated with ongoing liability re-measurement and plan asset valuations. Current accounting standards issued by the Financial Accounting Standards Board ("FASB") require balance sheet recognition of the funded status of our defined benefit pension and postretirement benefit plans. If the fair value of our pension plans' assets at a future reporting date decreases or if the discount rate used to calculate the projected benefit obligation ("PBO") as of that date decreases, we will be required to record the incremental change in the excess of PBO over the fair value of the assets as a reduction of stockholders' equity. The resulting non-cash after-tax charge would represent future expense and would be recorded directly as a decrease in the Accumulated Other Comprehensive Income component of stockholders' equity. While we cannot estimate the future funded

status of our pension liability with any certainty at this time, we believe that if the market value of assets or the discount rate used to calculate our pension liability materially decreases, the adjustment could significantly reduce our stockholders' equity. A significant reduction in stockholders' equity may impact our compliance with debt covenants or could cause a downgrade in our credit ratings that could also adversely impact our future cost and speed of borrowing and have an adverse effect on our financial condition, results of operations and liquidity. We have identified pension assumptions as a critical accounting estimate. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates and Judgments—Pension costs" and "—Pension assumptions sensitivity analysis" included in Item 7 of this Annual Report on Form 10-K.

**Credit rating** — A downgrade in our credit rating could increase our borrowing costs and negatively affect our financial condition and results of operations.

In addition to using cash provided by operations, we regularly issue commercial paper to meet our short-term liquidity needs. Our credit ratings are important to our ability to issue commercial paper at favorable rates of interest. A downgrade in our credit rating could increase the cost of borrowing by increasing the spread over prevailing market rates that we pay for our commercial paper or the fees associated with our bank credit facility.

**Restructuring activities** — Our restructuring activities and cost saving initiatives may not achieve the results we anticipate.

We have undertaken and will continue to undertake restructuring activities and cost reduction initiatives to optimize our asset base, improve operating efficiencies and generate cost savings. We cannot be certain that we will be able to complete these initiatives as planned or that the estimated operating efficiencies or cost savings from such activities will be fully realized or maintained over time. In addition, we may not be successful in migrating production from one facility to another.

**Imports and exports** — We are subject to governmental export and import controls that could subject us to liability or impair our ability to compete in international markets.

Certain of our products are subject to export controls and may be exported only with the required export license or through an export license exception. If we were to fail to comply with export licensing, customs regulations, economic sanctions and other laws, we could be subject to substantial civil and criminal penalties, including fines for the Company and incarceration for responsible employees and managers, and the possible loss of export or import privileges. In addition, if our distributors fail to obtain appropriate import, export or re-export licenses or permits, we may also be adversely affected through reputational harm and penalties. Obtaining the necessary export license for a particular sale may be time-consuming and may result in the delay or loss of sales opportunities.

Furthermore, export control laws and economic sanctions prohibit the shipment of certain products to embargoed or sanctioned countries, governments and persons. While we train our employees to comply with these regulations, we cannot assure that a violation will not occur, whether knowingly or inadvertently. Any such shipment could have negative consequences including government investigations, penalties, fines, civil and criminal sanctions, and reputational harm. Any change in export or import regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing regulations, or change in the countries, governments, persons or technologies targeted by such regulations, could result in our decreased ability to export or sell our products to existing or potential customers with international operations. Any limitation on our ability to export or sell our products could adversely affect our business, financial condition and results of operations.

#### ITEM 1B — UNRESOLVED STAFF COMMENTS

None.





## ITEM 2 — PROPERTIES

Properties utilized by the Company at December 31, 2015, were as follows:

### U.S. Packaging Segment

This segment has 27 manufacturing plants located in 13 states, of which 26 are owned directly by the Company or its subsidiaries and one is leased from an outside party.

### Global Packaging Segment

This segment has 34 manufacturing plants located in three U.S. states, the Commonwealth of Puerto Rico, and ten non-U.S. countries, of which 28 are owned directly by the Company or its subsidiaries and six are leased from outside parties. Initial building lease terms generally provide for minimum terms of five to twelve years and have one or more renewal options. The terms of building leases in effect at December 31, 2015, expire between 2016 and 2018.

### Corporate and General

The Company considers its plants and other physical properties to be suitable, adequate, and of sufficient productive capacity to meet the requirements of its business. The manufacturing plants operate at varying levels of utilization depending on the type of operation and market conditions. The executive offices of the Company, which are leased, are located in Neenah, Wisconsin.

## ITEM 3 — LEGAL PROCEEDINGS

The Company is involved in a number of lawsuits incidental to its business, including environmental-related litigation and routine litigation arising in the ordinary course of business. Although it is difficult to predict the ultimate outcome of these cases, the Company believes, except as discussed below, that any ultimate liability would not have a material adverse effect on the Company's consolidated financial condition or results of operations.

### Environmental Matters

The Company is a potentially responsible party ("PRP") pursuant to the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (commonly known as "Superfund") and similar state and foreign laws in proceedings associated with 17 sites around the United States and one in Brazil. These proceedings were instituted by the United States Environmental Protection Agency and certain state and foreign environmental agencies at various times beginning in 1983. Superfund and similar state and foreign laws create liability for investigation and remediation in response to releases of hazardous substances in the environment. Under these statutes, joint and several liability may be imposed on waste generators, site owners and operators, and others regardless of fault. Although these regulations could require the Company to remove or mitigate the effects on the environment at various sites, perform remediation work at such sites, or pay damages for loss of use and non-use values, the Company expects its liability in these proceedings to be limited to monetary damages. The Company expects its future liability relative to these sites to be insignificant, individually and in the aggregate.

The Company is involved in other environmental-related litigation arising in the ordinary course of business. The Company accrues environmental costs when it is probable that these costs will be incurred and can be reasonably estimated. The Company's reserve for environmental liabilities at December 31, 2015 and 2014 was \$5.6 million and \$6.1 million, respectively. The Company made favorable adjustments of \$0.6 million and \$0.8 million in 2015 and 2014, respectively, based on current estimates of liability. All other costs for environmental remediation matters were immaterial, and were directly expensed to the income statement. There were no third party reimbursements for any of the years presented.

**Brazil Tax Dispute - Goodwill Amortization**

During October 2013, Dixie Toga, Ltda ("Dixie Toga") received an income tax assessment in Brazil for the tax years 2009 through 2011 that relates to the amortization of certain goodwill generated from the acquisition of Dixie Toga. The income tax assessed for those years is approximately \$9.8 million, translated to U.S. dollars at the December 31, 2015 exchange rate. The Company expects that tax examinations for years after 2011 will include similar assessments as the Company continues to claim the tax benefits associated with the goodwill amortization. An ultimate adverse resolution on these assessments, including interest and penalties, could be material to the Company's consolidated results of operations and/or cash flows.

The Company has been advised by its legal and tax advisors that its position with respect to the deductions is allowable under the tax laws of Brazil. The Company is contesting the disallowance and believes it is more likely than not the tax benefit will be sustained in its entirety and consequently has not recorded a liability. The Company intends to litigate the matter if it is not resolved at the administrative appeals levels. The ultimate outcome will not be determined until the Brazilian tax appeal process is complete, which could take several years. At this time, the Company believes that final resolution of the assessment will not have a material impact on the Company's consolidated financial statements.

#### Brazil Investigation

On September 18, 2007, the Secretariat of Economic Law ("SDE"), a governmental agency in Brazil, initiated an investigation into possible anti-competitive practices in the Brazilian flexible packaging industry against a number of Brazilian companies including a Dixie Toga subsidiary. The investigation relates to periods prior to the Company's acquisition of control of Dixie Toga and its subsidiaries. Given the nature of the proceedings, the Company is unable at the present time to predict the outcome of this matter.

#### ITEM 4 — MINE SAFETY DISCLOSURES

Not applicable.

## PART II

## ITEM 5 — MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

| Period              | (a)<br>Total Number<br>of Shares<br>Purchased | (b)<br>Average<br>Price Paid<br>per Share | (c)<br>Total Number of Shares<br>Purchased as Part of Publicly<br>Announced Plans or<br>Programs | (d)<br>Maximum Number of<br>Shares That May Yet Be<br>Purchased Under the<br>Plans or Programs |
|---------------------|---|---|--|--|
| October 1-31, 2015  | 25,000  | \$45.08                                   | 25,000   | 4,332,891  |
| November 1-30, 2015 | 500,000                                       | 45.79                                     | 500,000  | 3,832,891  |
| December 1-31, 2015 | 475,000                                       | 45.75                                     | 475,000  | 3,357,891  |
| Total               |   | \$45.76                                   | 1,000,000  | 3,357,891  |

The Company's common stock is traded on the New York Stock Exchange under the symbol BMS. On December 31, 2015, there were 3,154 registered holders of record of our common stock. During the fourth quarter of the year ended December 31, 2015, the Company repurchased 1,000,000 shares of Bemis common stock in the open market at an average purchase price of \$45.76 per share. As of December 31, 2015, under authority granted by the Board of Directors, the Company had authorization to repurchase an additional 3,357,891 shares of its common stock. On February 4, 2016, the Board of Directors of the Company authorized an additional 20 million shares for repurchase.

Dividends paid and the high and low common stock prices per share were as follows:

| For the Quarterly Periods Ended: | March 31 | June 30 | September 30 | December 31 |
|----------------------------------|----------|---------|--------------|-------------|
| 2015                             |          |         |              |             |
| Dividend paid per common share   | \$0.28   | \$0.28  | \$0.28       | \$0.28      |
| Common stock price per share     |          |         |              |             |
| High                             | 49.44    | 47.65   | 47.51        | 47.59       |
| Low                              | 43.74    | 43.50   | 38.91        | 39.48       |
| 2014                             |          |         |              |             |
| Dividend paid per common share   | 0.27     | 0.27    | 0.27         | 0.27        |
| Common stock price per share     |          |         |              |             |
| High                             | 40.99    | 41.58   | 41.02        | 47.20       |
| Low                              | 37.01    | 39.13   | 37.72        | 34.34       |
| 2013                             |          |         |              |             |
| Dividend paid per common share   | 0.26     | 0.26    | 0.26         | 0.26        |
| Common stock price per share     |          |         |              |             |
| High                             | 40.41    | 41.22   | 42.34        | 41.02       |
| Low                              | 33.65    | 37.81   | 38.40        | 37.88       |



The graph below compares the cumulative 5-Year total return provided to shareholders on Bemis Company, Inc.'s common stock relative to the cumulative total returns of the S&P 500 index, the S&P Midcap 400 index and two customized peer groups of five companies ("Old Peer Group") and twenty-one companies ("New Peer Group"), whose individual companies are listed below in footnotes 1 and 2, respectively. Historically, the Company has shown relative performance against the S&P 500 and the Old Peer Group. Going forward, the Company will show relative performance against the S&P Midcap 400 and the New Peer Group. These changes are to reflect current market factors and align with the Company's incentive compensation plans. An investment of \$100 (with reinvestment of all dividends) is assumed to have been made in our common stock, in each index and in each of the peer groups on 12/31/2010 and its relative performance is tracked through 12/31/2015.

1. There are five companies included in the company's first customized peer group which are: Avery Dennison Corporation, Ball Corporation, Crown Holdings Inc., Sealed Air Corporation and Sonoco Products Company.

The twenty one companies included in the company's second customized peer group are: Albemarle Corp, AptarGroup Inc., Ashland Inc., Avery Dennison Corporation, Ball Corporation, Berry Plastics Group Inc., Crown Holdings Inc., Graphic Packaging Holding Company, Greif Inc., Minerals Technologies Inc., Newmarket Corp, 2. Owens-Illinois Inc., Packaging Corp. of America, Polyone Corp, RPM International Inc., Sealed Air Corporation, Sensient Technologies Corp, Silgan Holdings Inc., Sonoco Products Company, The Valspar Corporation and Westrock Co.

|                     | 12/10  | 12/11  | 12/12  | 12/13  | 12/14  | 12/15  |
|---------------------|--------|--------|--------|--------|--------|--------|
| Bemis Company, Inc. | 100.00 | 94.99  | 109.07 | 137.08 | 155.47 | 157.46 |
| S&P 500             | 100.00 | 102.11 | 118.45 | 156.82 | 178.29 | 180.75 |
| S&P Midcap 400      | 100.00 | 98.27  | 115.84 | 154.64 | 169.75 | 166.05 |
| Old Peer Group      | 100.00 | 90.55  | 102.84 | 143.04 | 171.03 | 181.94 |
| New Peer Group      | 100.00 | 97.46  | 120.82 | 164.96 | 191.91 | 184.91 |

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

## ITEM 6 — SELECTED FINANCIAL DATA

## FIVE-YEAR CONSOLIDATED REVIEW

(dollars in millions, except per share amounts)

| Years Ended December 31,  | 2015      | 2014      | 2013      | 2012      | 2011      |
|---|-----------|-----------|-----------|-----------|-----------|
| <b>Operating Data</b>   |           |           |           |           |           |
| Net sales   | \$4,071.4 | \$4,343.5 | \$4,476.6 | \$4,583.6 | \$4,747.9 |
| Income from continuing operations   | 241.9     | 239.1     | 192.5     | 148.9     | 164.3     |
| <b>Common Share Data</b>  |           |           |           |           |           |
| Basic earnings per share from continuing operations                               | 2.50      | 2.39      | 1.86      | 1.43      | 1.51      |
| Diluted earnings per share from continuing operations                             | 2.47      | 2.36      | 1.85      | 1.42      | 1.51      |
| Dividends per share   | 1.12      | 1.08      | 1.04      | 1.00      | 0.96      |
| Book value per share  | 12.70     | 14.59     | 16.53     | 15.88     | 15.36     |
| Weighted-average shares outstanding for computation of diluted earnings per share | 97.9      | 101.2     | 104.0     | 105.0     | 106.6     |
| Common shares outstanding at December 31,   | 95.1      | 98.2      | 101.9     | 103.3     | 103.0     |
| <b>Capital Structure and Other Data</b>   |           |           |           |           |           |
| Current ratio   | 1.9x      | 2.7x      | 2.5x      | 2.4x      | 2.3x      |
| Working capital   | \$529.9   | \$806.4   | \$902.6   | \$882.0   | \$867.0   |
| Total assets  | 3,489.8   | 3,610.8   | 4,105.6   | 4,179.8   | 4,320.4   |
| Short-term debt   | 35.4      | 31.3      | 14.9      | 8.9       | 15.1      |
| Long-term debt  | 1,353.9   | 1,311.6   | 1,416.8   | 1,411.7   | 1,554.8   |
| Total equity  | 1,207.4   | 1,433.0   | 1,684.8   | 1,640.9   | 1,582.1   |
| Depreciation and amortization   | 158.1     | 180.6     | 190.3     | 204.3     | 220.3     |
| Capital expenditures  | 219.4     | 185.2     | 139.8     | 136.4     | 135.2     |
| Number of common shareholders   | 3,154     | 3,284     | 3,416     | 3,481     | 3,618     |
| Number of employees   | 17,696    | 16,944    | 19,106    | 19,564    | 20,165    |

## ITEM 7 — MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

## Management’s Discussion and Analysis

Three Years Ended December 31, 2015

Management’s Discussion and Analysis should be read in conjunction with the Consolidated Financial Statements and related Notes included in Item 8 of this Annual Report on Form 10-K.

## Three-year review of results

| (dollars in millions)                                 | 2015      |        | 2014        |        | 2013        |        |   |   |
|---|-----------|--------|-------------|--------|-------------|--------|---|---|
| Net sales   | \$4,071.4 | 100.0  | % \$4,343.5 | 100.0  | % \$4,476.6 | 100.0  | % |   |
| Cost of products sold                                 | 3,198.0   | 78.5   | 3,484.4     | 80.2   | 3,601.2     | 80.4   |   |   |
| Gross profit  | 873.4     | 21.5   | 859.1       | 19.8   | 875.4       | 19.6   |   |   |
| Operating expenses:                                   |           |        |             |        |             |        |   |   |
| Selling, general, and administrative expenses         | 420.0     | 10.3   | 416.6       | 9.6    | 448.5       | 10.0   |   |   |
| Research and development                              | 44.1      | 1.1    | 44.1        | 1.0    | 40.5        | 0.9    |   |   |
| Restructuring and acquisition-related costs           | 12.1      | 0.3    | —           | —      | 45.4        | 1.0    |   |   |
| Other operating income                                | (12.4     | ) (0.3 | ) (9.3      | ) (0.2 | ) (9.2      | ) (0.2 | ) | ) |
| Operating income                                      | 409.6     | 10.1   | 407.7       | 9.4    | 350.2       | 7.8    |   |   |
| Interest expense                                      | 51.7      | 1.3    | 60.8        | 1.4    | 68.2        | 1.5    |   |   |
| Other non-operating income                            | (6.0      | ) (0.1 | ) (16.8     | ) (0.4 | ) (7.7      | ) (0.2 | ) | ) |
| Income from continuing operations before income taxes | 363.9     | 8.9    | 363.7       | 8.4    | 289.7       | 6.5    |   |   |
| Provision for income taxes                            | 122.0     | 3.0    | 124.6       | 2.9    | 97.2        | 2.2    |   |   |
| Income from continuing operations                     | 241.9     | 5.9    | 239.1       | 5.5    | 192.5       | 4.3    |   |   |
| (Loss) income from discontinued operations            | (2.6      | ) (0.1 | ) (48.0     | ) (1.1 | ) 20.1      | 0.4    |   |   |
| Net income  | \$239.3   | 5.9    | % \$191.1   | 4.4    | % \$212.6   | 4.7    | % | % |
| Effective income tax rate                             |           | 33.5   | %           | 34.3   | %           | 33.6   | % | % |
| Diluted earnings per share from continuing operations | \$2.47    |        | \$2.36      |        | \$1.85      |        |   |   |

## Overview

Bemis Company, Inc. is a major supplier of flexible and rigid packaging used by leading food, consumer products, healthcare, and other companies worldwide. Historically, about 80 percent of our total net sales are to customers in the food industry. Sales of our packaging products are widely diversified among food categories and can be found in nearly every aisle of the grocery store. Our emphasis on supplying packaging to the food industry has typically



provided a more stable market environment for our U.S. Packaging and Global Packaging business segments.

### Market Conditions

The markets into which our products are sold are highly competitive. Our leading market positions in packaging for perishable food and medical device products reflect our focus on value-added, proprietary products that provide food safety and sterility benefits. We also manufacture products for which our technical know-how and economies of scale offer us a competitive advantage. The primary raw materials for our business segments are polymer resins and films, paper, inks, adhesives, aluminum, and chemicals.

### End-Market Categories

| U.S. Packaging (proportion of sales) | 2015 | 2014  | 2013  |   |
|--------------------------------------|------|-------|-------|---|
| Meat & Cheese                        | 34   | % 33  | % 33  | % |
| Dairy & Liquid                       | 13   | % 12  | % 12  | % |
| Other                                | 53   | % 55  | % 55  | % |
| Total                                | 100  | % 100 | % 100 | % |

• Sales of both meat & cheese packaging and dairy & liquid packaging during 2015 reflect improved price/mix, in line with our innovation strategy.

| Global Packaging (proportion of sales)       | 2015 | 2014  | 2013  |   |
|--|------|-------|-------|---|
| Meat & Cheese                                | 19   | % 18  | % 16  | % |
| Dairy & Liquid                               | 14   | % 14  | % 14  | % |
| Healthcare (Medical Device & Pharmaceutical) | 26   | % 24  | % 23  | % |
| Other  | 41   | % 44  | % 47  | % |
| Total  | 100  | % 100 | % 100 | % |

• Sales of both meat & cheese packaging and healthcare packaging during 2015 were driven by increased demand for our sophisticated, value-added products and improved price/mix, in line with our strategy.

The end-market categories specifically disclosed above include those that have historically had the most significant benefit to our profits, due to their high-technology and value-added features and functions. The line item labeled "Other" includes a wide variety of end-markets that consist of packaging solutions for applications such as bakery goods, beverages, confectionery and snack foods, dry foods, frozen foods, lawn and garden products, and others. None of the end-market categories within "Other" are greater than ten percent of the reportable segment's totals.

### Facility Consolidation

During the fourth quarter of 2011, we initiated a facility consolidation program to improve efficiencies and reduce fixed costs. This program was expanded in the second quarter of 2012. In total, nine production facilities were closed, and while some low margin business was shed, most of the production from these facilities has been transferred to other facilities. The total cost of the programs was \$149.8 million which included \$55.3 million in employee-related costs, \$51.2 million in fixed asset accelerated depreciation and write-downs, and \$43.3 million in other facility consolidation costs.

We recorded \$45.4 million of charges associated with the facility consolidation programs during the twelve months ended December 31, 2013. These costs have been recorded on the consolidated statement of income as restructuring and acquisition-related costs. Cash payments for these programs in 2013 totaled \$51.6 million. At the end of 2013, the facility consolidation program was substantially complete.



### Discontinued Operations

On November 7, 2014, we completed the sale of our global Pressure Sensitive Materials business. Proceeds of the transaction totaled \$150.5 million. Of the total proceeds, \$136.9 was received in fiscal 2014 and \$13.6 million was received in April 2015 which related to settlement of customary post-closing adjustments.

The Pressure Sensitive Materials business meets the criteria to be classified as a discontinued operation, which requires retrospective application to certain financial information for all periods presented. Amounts included in the consolidated statement of income have been recast to exclude Pressure Sensitive Materials amounts. The consolidated statement of cash flows for all periods includes both continuing and discontinued operations.

Loss from discontinued operations in 2015 resulted from additional impairment charges, net of tax, reflecting finalization of post-closing adjustments. Loss from discontinued operations in 2014 includes the operating results of the Pressure Sensitive Materials business, goodwill impairment charges, direct transaction costs associated with the divestiture, \$25.0 million of plant closure costs associated with our Stow, Ohio facility (\$0.16 per share after tax), and the associated income tax effects of these items. The pre-tax \$44.7 million (\$0.50 per share after tax) non-cash goodwill impairment charge is to reduce net assets held for sale to estimated fair value, less costs to sell.

### Acquisitions and Other Divestitures

#### Acquisition of Emplal Participacoes S.A.

On December 1, 2015, we acquired the rigid plastic packaging operations of Emplal Participações S.A. ("Emplal"), a privately-owned Brazilian manufacturer of plastic packaging for food and consumer applications. The acquisition supports our growth strategy to expand in markets that fit our strengths and capabilities. The cash purchase price was \$67.0 million.

#### Divestiture of Paper Packaging Division

On March 31, 2014, we completed the sale of our Paper Packaging Division. Annual net sales by this division were approximately \$160 million. Net proceeds of the transaction totaled \$78.7 million. A \$9.3 million pre-tax gain on the sale was recorded as part of other non-operating income during 2014.

#### Acquisition of Specialty Film Manufacturer in Foshan, China

On July 1, 2013, we acquired Foshan New Changsheng Plastics Films Co., LTD ("Foshan"), a specialty film manufacturer located in Foshan, China. The acquisition of this film platform is expected to provide cost and logistics benefits to support our broader Asia-Pacific growth strategy. The cash purchase price was \$75.6 million.

#### Divestiture of Clysar Plant in Clinton, Iowa

On May 29, 2013, we completed the sale of our Clysar thin gauge shrink film plant. Annual net sales of Clysar films were approximately \$70 million and were sold primarily through distributors into the display market. Net proceeds of the transaction totaled \$30 million.

### Results of Operations

#### Consolidated Overview — Continuing Operations

| (in millions, except per share amounts)               | 2015      | 2014      | 2013      |
|---|-----------|-----------|-----------|
| Net sales   | \$4,071.4 | \$4,343.5 | \$4,476.6 |
| Income from continuing operations                     | 241.9     | 239.1     | 192.5     |
| Diluted earnings per share from continuing operations | 2.47      | 2.36      | 1.85      |

2015 versus 2014

Net sales for the year ended December 31, 2015 decreased 6.3 percent from the same period of 2014. Currency translation reduced net sales by 6.2 percent. The divestiture of the Paper Packaging Division in 2014 reduced sales by 0.9 percent. The acquisition of Emplal Participações S.A. in 2015 increased net sales by 0.1 percent in the current year. The remaining 0.7 percent increase in net sales represents a net benefit of increased selling prices and sales mix partially offset by an approximate 1 percent net sales reduction from lower volume.

Diluted earnings per share from continuing operations for the year ended December 31, 2015 were \$2.47 compared to \$2.36 reported in the same period of 2014. Results for 2015 included a \$0.05 charge from a healthcare packaging plant closure and a \$0.03 charge for acquisition-related costs comprised of direct acquisition costs associated with the Emplal Participações S. A. acquisition and charges related to contingent liabilities associated with a prior acquisition. The net impact of currency translation decreased earnings per share during 2015 by approximately \$0.16 of total Company earnings per share. Results for 2014 included a \$0.06 gain on the sale of the Paper Packaging Division.

#### 2014 versus 2013

Net sales for the year ended December 31, 2014 decreased 3.0 percent from the same period of 2013. Currency translation reduced net sales by 2.4 percent. The divestitures of the Clysar business in 2013 and the Paper Packaging Division in 2014 reduced sales by 3.4 percent. The acquisition of Foshan during the third quarter of 2013 increased net sales by 0.8 percent in 2014. Plant closures during 2013 reduced sales by 0.1 percent. The remaining 2.1 percent increase in net sales represents the net benefit of changes in selling prices and sales mix, partially offset by an approximate 2 percent net sales reduction from lower volume.

Diluted earnings per share from continuing operations for the year ended December 31, 2014 were \$2.36 compared to \$1.85 reported in the same period of 2013. Results for 2014 included a \$0.06 gain on the sale of our Paper Packaging Division. Results for 2013 included a \$0.29 charge associated with facility consolidation and other costs, a \$0.03 gain on the sale of our Clysar plant, and a \$0.02 gain on the sale of land building.

#### U.S. Packaging Business Segment

Our U.S. Packaging segment represents all food, consumer, and industrial products packaging-related manufacturing operations located in the United States. Our U.S. Packaging business segment provides packaging to a variety of end markets, including applications for meat and cheese, dairy and liquids, confectionery and snack foods, frozen foods, lawn and garden products, health and hygiene products, beverages, bakery goods, and dry foods.

| (dollars in millions)   | 2015      | 2014      | 2013      |   |
|---|-----------|-----------|-----------|---|
| Net sales   | \$2,747.5 | \$2,860.7 | \$2,984.6 |   |
| Operating profit (See Note 20 to the Consolidated Financial Statements) | 391.8     | 375.8     | 337.9     |   |
| Operating profit as a percentage of net sales                           | 14.3      | % 13.1    | % 11.3    | % |

#### 2015 versus 2014

U.S. Packaging net sales decreased 4.0 percent in the year ended December 31, 2015 compared to the same period of 2014. The first quarter 2014 divestiture of the Paper Packaging Division reduced sales by 1.3 percent. Excluding the impact of divestitures, net sales would have decreased by 2.7 percent. Unit volumes declined by approximately 2 percent for the full year, primarily from the impact of the Company's strategic pricing decisions. The remaining change in net sales was driven by the contractual pass through of lower raw material costs throughout the year, partially offset by favorable sales mix.

Operating profit increased to \$391.8 million in 2015, or 14.3 percent of net sales, compared to \$375.8 million, or 13.1 percent of net sales in 2014. This margin improvement reflects sales mix benefits, driven by our focus on innovation, as well as continued operational improvements, primarily attributable to our asset recapitalization program.

#### 2014 versus 2013

U.S. Packaging net sales decreased 4.2 percent in the year ended December 31, 2014 compared to the same period of 2013. The divestitures of the Clysar business in 2013 and the Paper Packaging Division in 2014 reduced sales by 5.2 percent. Plant closures during 2013 reduced sales by 0.1 percent. The remaining 1.1 percent increase in net sales reflects the net benefit of increased selling prices and improved sales mix as a result of our ongoing focus to increase sales of value-added flexible packaging products, partially offset by an approximate 2 percent decrease in unit

volumes driven by generally softer demand.

Operating profit for the total year 2014 was \$375.8 million, or 13.1 percent of net sales, compared to \$337.9 million, or 11.3 percent of net sales in 2013. Operating profit in 2013 was negatively impacted by \$45.0 million of facility consolidation and other costs.

## Global Packaging Business Segment

Our Global Packaging business segment includes all of our packaging-related manufacturing operations located outside of the United States as well as our global medical device and pharmaceutical packaging manufacturing operations. Our Global Packaging business segment provides packaging to a variety of end markets, including applications for meat and cheese, dairy and liquids, confectionery and snack foods, frozen foods, lawn and garden products, health and hygiene products, beverages, medical and pharmaceutical products, bakery goods, and dry foods.

| (dollars in millions)   | 2015      | 2014      | 2013      |   |
|---|-----------|-----------|-----------|---|
| Net sales   | \$1,323.9 | \$1,482.8 | \$1,492.0 |   |
| Operating profit (See Note 20 to the Consolidated Financial Statements) | 107.1     | 113.3     | 106.4     |   |
| Operating profit as a percentage of net sales                           | 8.1       | % 7.6     | % 7.1     | % |

## 2015 versus 2014

Global Packaging net sales of \$1.3 billion for 2015 represent a decrease of 10.7 percent compared to 2014. Currency translation reduced net sales by 18.2 percent, primarily due to currencies in Latin America. The December 2015 acquisition of Emplal increased full year net sales by 0.3 percent. Excluding the impact of currency translation and the acquisition, net sales would have increased by 7.2 percent, fully driven by positive sales price and mix.

Operating profit was \$107.1 million in 2015, or 8.1 percent of net sales, compared to \$113.3 million, or 7.6 percent of net sales in 2014. The net impact of currency translation reduced operating profit during 2015 by \$24.0 million as compared to the prior year, or approximately \$0.16 of total Company earnings per share, primarily due to currencies in Latin America. During the year, management initiated the planned closure of one of its healthcare packaging plants, resulting in a \$7.8 million pre-tax charge. The Emplal Participações S. A. acquisition resulted in a \$1.6 million pre-tax charge in 2015. Margin improvement in the Global Packaging segment reflects strong operating performance and the overall favorable impact of increased sales of sophisticated, value-added packaging.

## 2014 versus 2013

Global Packaging net sales of \$1.5 billion represented a decrease of 0.6 percent compared to 2013. Acquisitions increased net sales by approximately 2.4 percent, which was more than offset by a 7.0 percent decrease in net sales related to currency translation. The remaining 4.0 percent increase in Global Packaging net sales reflects the net benefit of changes in selling prices and sales mix as a result of our ongoing focus to increase sales of value-added flexible packaging products, partially offset by an approximate 1 percent decrease in unit volumes driven by generally lower consumer demand in South America.

Operating profit for the total year 2014 was \$113.3 million, or 7.6 percent of net sales, compared to \$106.4 million, or 7.1 percent of net sales in 2013. The net effect of currency translation decreased operating profit in 2014 by \$6.4 million. Margin improvement in this segment reflects the favorable impact of increased sales of value-added packaging for medical device, pharmaceutical, and perishable food applications.

## Consolidated Gross Profit

| (dollars in millions)                     | 2015    | 2014    | 2013    |   |
|---|---------|---------|---------|---|
| Gross profit                              | \$873.4 | \$859.1 | \$875.4 |   |
| Gross profit as a percentage of net sales | 21.5    | % 19.8  | % 19.6  | % |

Gross profit in 2015 reflects the benefits of improvements in sales mix, operational efficiencies, and a minimal benefit from the decline in resin prices.





## Consolidated Selling, General, and Administrative Expenses

|  |         |         |         |   |
|--|---------|---------|---------|---|
| (dollars in millions)                                | 2015    | 2014    | 2013    |   |
| Selling, general, and administrative expenses (SG&A) | \$420.0 | \$416.6 | \$448.5 |   |
| SG&A as a percentage of net sales                    | 10.3    | % 9.6   | % 10.0  | % |

Selling, general, and administrative expenses ("SG&A") were consistent in total in 2015 and 2014. SG&A as a percent of sales increased primarily due to sales declines related to the impact of contractual pass through associated with lower raw material prices. SG&A in 2014 declined due to the impact of business divestitures of approximately \$17 million and lower employee-related expenses of approximately \$10 million, in addition to disciplined cost control measures.

## Research and Development (R&amp;D)

|                                  |        |        |        |   |
|----------------------------------|--------|--------|--------|---|
| (dollars in millions)            | 2015   | 2014   | 2013   |   |
| Research and development (R&D)   | \$44.1 | \$44.1 | \$40.5 |   |
| R&D as a percentage of net sales | 1.1    | % 1.0  | % 0.9  | % |

R&D expenses were consistent during the periods presented and reflect our continued investment in research and development projects that are expected to create long-term growth opportunities.

## Other Operating Income

|                        |         |          |          |   |
|------------------------|---------|----------|----------|---|
| (dollars in millions)  | 2015    | 2014     | 2013     |   |
| Other operating income | \$(12.4 | ) \$(9.3 | ) \$(9.2 | ) |

Other operating income includes fiscal incentives, income of unconsolidated affiliates and foreign currency transactional gains and losses. Fiscal incentives are the largest component and are associated with net sales in South America and are included in Global Packaging segment operating profit. The increase in other operating income in 2015 related to several differences among various components, none of which were individually significant.

## Interest Expense

|                         |        |        |        |   |
|-------------------------|--------|--------|--------|---|
| (dollars in millions)   | 2015   | 2014   | 2013   |   |
| Interest expense        | \$51.7 | \$60.8 | \$68.2 |   |
| Effective interest rate | 3.8    | % 4.4  | % 4.8  | % |

Interest expense declined primarily as a result of refinancing bonds that matured August 1, 2014 with lower variable rate debt.

## Other Non-operating Income

|                            |        |           |          |   |
|----------------------------|--------|-----------|----------|---|
| (dollars in millions)      | 2015   | 2014      | 2013     |   |
| Other non-operating income | \$(6.0 | ) \$(16.8 | ) \$(7.7 | ) |

A \$2.2 million pre-tax gain on the sale of land and \$3.8 million of interest income were recorded in 2015.

A \$9.3 million pre-tax gain related to the sale of our Paper Packaging Division and \$7.6 million of interest income were recorded in 2014.

During 2013, a \$2.2 million pre-tax gain on the sale of land and building and a \$5.5 million pre-tax gain on the sale of our Clysar plant was recorded as part of other non-operating income. We recognized \$4.5 million of expense in 2013 for the write-off of indemnification receivables as an offsetting tax liability was reversed (see "Income Taxes" below). The residual amount in other non-operating income relates to interest income.



|                                       |         |         |        |   |
|---------------------------------------|---------|---------|--------|---|
| Income Taxes<br>(dollars in millions) | 2015    | 2014    | 2013   |   |
| Income taxes                          | \$122.0 | \$124.6 | \$97.2 |   |
| Effective tax rate                    | 33.5    | % 34.3  | % 33.6 | % |

Other than the differences noted below, the difference between our overall tax rate and the U.S. statutory rate of 35 percent in each of the three years presented principally relates to state and local income taxes, net of federal income tax benefits, and the differences between tax rates in the various foreign jurisdictions in which we operate.

The reduction in the effective tax rates of 33.5% and 34.3% for 2015 and 2014, respectively, is primarily due to differences in the geographic mix of income.

Our 2013 effective income tax rate was 33.6 percent. During 2013, a \$4.5 million tax benefit was recognized for the reversal of non-U.S. tax liabilities that were assumed in a past acquisition. We also recognized an equal amount of non-operating expense for the write-off of related receivables (see "Other Non-operating Income" above). These equal and offsetting items had no impact on operating profit, net income or earnings per share.

## Liquidity and Capital Resources

### Debt to Total Capitalization

Net debt to total capitalization (which includes total debt net of cash balances divided by total debt net of cash balances plus equity) was 52.4 percent at December 31, 2015, compared to 47.5 percent at December 31, 2014. Total debt as of December 31, 2015 and 2014 was approximately \$1.4 billion and \$1.3 billion, respectively.

### Credit Rating

Our capital structure and financial practices have earned us investment grade credit ratings from two nationally recognized credit rating agencies. These credit ratings are important to our ability to issue commercial paper at favorable rates of interest.

### Cash Flow

Net cash provided by operations totaled \$552.4 million for the year ended December 31, 2015, compared to \$248.1 million in 2014 and \$373.2 million in 2013. Strong cash flow was driven by disciplined management of working capital during 2015. Reduced operating cash flow in 2014 reflects high levels of working capital associated with sales growth initiatives. New product commercialization and strong customer demand for value-added products resulted in higher inventory and trade receivable balances. Net cash provided by operations was reduced by income tax payments of \$84.7 million, \$134.8 million and \$121.9 million during 2015, 2014, and 2013, respectively. Net cash provided by operations was reduced by contributions to our defined benefit pension plans of \$2.9 million, \$10.8 million and \$39.0 million during 2015, 2014, and 2013, respectively. In 2014 we used \$20.8 million of cash for payments related to the closure of our Stow, Ohio plant. Cash flow from operations was reduced by \$51.6 million of cash paid related to the facility consolidation program during 2013.

Net cash used in investing activities totaled \$262.6 million for the year ended December 31, 2015 compared to cash provided by investing activities in 2014 totaling \$40.5 million and cash used in investing activities in 2013 totaling \$155.8 million. Capital expenditures totaled \$219.4 million for the full year 2015, reflecting increased investment in new capacity to support growth initiatives and productivity improvements. The cash proceeds from divesting our Pressure Sensitive Materials business and Paper Packaging Division more than offset increased capital expenditure spending in 2014. The cash proceeds from divesting our Clysar plant offset the higher acquisition outflows associated

with our Foshan purchase in 2013.

Net cash used in financing activities for the years ended December 31, 2015, 2014, and 2013 included share repurchases of \$150.1 million, \$152.1 million, and \$77.3 million, respectively. Net repayment of total debt was an inflow of \$3.7 million, an outflow of \$102.9 million, and an inflow of \$13.4 million for 2015, 2014, and 2013, respectively.

#### Available Financing

In addition to using cash provided by operations, we issue commercial paper to meet our short-term liquidity needs. At year-end, our commercial paper debt outstanding was \$329.5 million. Based on our current credit rating, we enjoy ready access to the commercial paper markets.

On August 12, 2013, we amended our revolving credit facility to increase the total amount available from \$800 million to \$1.1 billion and to extend the term from July 21, 2016 to August 12, 2018. This facility is principally used as back-up for our commercial paper program. Our revolving credit facility is supported by a group of major U.S. and international banks. Covenants imposed by the revolving credit facility include minimum net worth calculations and a maximum ratio of debt to total capitalization. The revolving credit agreement includes a \$100 million multicurrency limit to support the financing needs of our international subsidiaries. As of December 31, 2015, there was \$329.5 million of debt outstanding supported by this credit facility, leaving \$770.5 million of available credit. If we were not able to issue commercial paper, we would expect to meet our financial liquidity needs by accessing the bank market, which would increase our borrowing costs. Borrowings under the credit agreement are subject to a variable interest rate.

Public notes totaling \$400 million matured in August 2014. On July 15, 2014, we further amended our revolving credit facility to provide for a \$200 million term loan. This term loan has an eight-year term and a variable rate based on the one-month London Interbank Offered Rate (LIBOR) plus a fixed spread. We used this term loan combined with commercial paper borrowings to refinance the \$400 million public notes which matured in August 2014.

#### Liquidity Outlook

As of December 31, 2015, cash and cash equivalents outside of the United States was \$56.3 million. We use a notional pooling arrangement with an international bank to help manage global liquidity requirements. Under this pooling arrangement, our participating subsidiaries maintain either a cash deposit or borrowing position through local currency accounts with the bank, so long as the aggregate position of the global pool is a notionally calculated net cash deposit. This notional pooling arrangement allows reasonable access to our cash in foreign subsidiaries, as well as provides a financing option to foreign subsidiaries beyond our multi-currency credit facility.

Management expects cash flow from operations and available liquidity described above to be sufficient to support operations going forward. There can be no assurance, however, that the cost or availability of future borrowings will not be impacted by future capital market disruptions. In addition, increases in raw material costs would increase our short term liquidity needs.

#### Capital Expenditures

Capital expenditures were \$219.4 million during 2015, compared to \$185.2 million in 2014, and \$139.8 million in 2013. We expect capital expenditures for 2016 to be approximately \$200 million, which will support increased customer demand for value-added products and further strengthen our competitive position. We expect to fund 2016 capital expenditures with cash provided by operating activities.

#### Dividends

We increased our quarterly cash dividend by 3.7 percent during the first quarter of 2015 to \$0.28 per share from \$0.27 per share. This follows increases of 3.8 percent in 2014 and 4.0 percent in 2013. In February 2016, the Board of Directors approved the 33<sup>rd</sup> consecutive annual increase in the quarterly cash dividend on common stock to \$0.29 per share, a 3.6 percent increase.

#### Share Repurchases

We purchased 3.3 million, 3.8 million, and 2.0 million shares of our common stock in the open market during 2015, 2014 and 2013, respectively. As of December 31, 2015, 3.4 million shares remained on our previously-approved

authorization to purchase common stock for the treasury.

### Contractual Obligations

The following table provides a summary of contractual obligations including our debt payment obligations, operating lease obligations, and certain other purchase obligations as of December 31, 2015. Obligations under capital leases are insignificant.

| (in millions)                  | Contractual Payments Due by Period |         |        |         |         |        |            |
|--------------------------------|------------------------------------|---------|--------|---------|---------|--------|------------|
|                                | Total                              | 2016    | 2017   | 2018    | 2019    | 2020   | Thereafter |
| Long-term debt obligations (1) | \$1,354.2                          | \$—     | \$20.0 | \$332.2 | \$402.0 | \$—    | \$600.0    |
| Interest expense (2)           | 239.4                              | 51.5    | 48.3   | 52.9    | 37.6    | 23.2   | 25.9       |
| Operating leases (3)           | 60.9                               | 8.6     | 7.7    | 6.9     | 5.3     | 4.1    | 28.3       |
| Purchase obligations (4)       | 485.5                              | 467.1   | 6.4    | 4.0     | 0.2     | 0.1    | 7.7        |
| Postretirement obligations (5) | 56.4                               | 19.7    | 2.1    | 2.1     | 3.8     | 3.0    | 25.7       |
| Total                          | \$2,196.4                          | \$546.9 | \$84.5 | \$398.1 | \$448.9 | \$30.4 | \$687.6    |

(1) Long-term debt maturing in 2016 is \$329.5 million. These amounts have been classified as long-term liabilities in accordance with the Company's ability and intent to refinance such obligations on a long-term basis. This debt is commercial paper backed by a bank credit facility that expires on August 12, 2018. See Note 14 to the Consolidated Financial Statements for additional information about our long term debt.

(2) A portion of the interest expense disclosed is subject to variable interest rates. The amounts disclosed above that relate to commercial paper, the term loan, and the interest rate swap were calculated using forward-looking rates. All other amounts assume that future variable interest rates are equal to rates at December 31, 2015.

(3) We enter into operating leases in the normal course of business. Substantially all lease agreements have fixed payment terms based on the passage of time. Some lease agreements provide us with the option to renew the lease. Our future operating lease obligations would change if we exercised these renewal options and if we entered into additional operating lease agreements.

(4) Purchase obligations represent contracts or commitments for the purchase of raw materials, utilities, capital equipment and various other goods and services.

(5) Postretirement obligations represent contracts or commitments for postretirement healthcare benefits and benefit payments for the unfunded Bemis Supplemental Retirement Plan. See Note 11 to the Consolidated Financial Statements for additional information about our postretirement benefit obligations. Postretirement obligations due in 2016 have been recorded in other current liabilities.

We also have long-term obligations related to our income tax liabilities associated with uncertain tax positions, environmental liabilities, multi-employer plan, and pension defined benefit plans. These liabilities have been excluded from the table above due to the high degree of uncertainty as to amounts and timing regarding future payments. See Consolidated Financial Statements and related Notes.

### Market Risks and Foreign Currency Exposures

We enter into contractual arrangements (derivatives) in the ordinary course of business to manage foreign currency exposure and interest rate risks. We do not enter into derivative transactions for speculative trading purposes. Our use of derivative instruments is subject to internal policies that provide guidelines for control, counterparty risk, and ongoing reporting. These derivative instruments are designed to reduce the income statement volatility associated with movement in foreign exchange rates and to achieve greater exposure to variable interest rates.



A portion of the interest expense on our outstanding debt is subject to short-term interest rates. As such, increases in short-term interest rates will directly impact the amount of interest we pay. For each one percent increase in variable interest rates, the annual interest expense on \$967.2 million of variable rate debt outstanding (which includes \$400 million fixed rate notes that have been effectively converted to variable rate debt through the use of a fixed to variable rate interest rate swap) would increase by approximately \$9.7 million.

We enter into interest-rate swap contracts to economically convert a portion of our fixed-rate debt to variable rate debt. During the fourth quarter of 2011, we entered into four interest rate swap agreements with a total notional amount of \$400

million. These contracts were designated as hedges of our \$400 million 4.50 percent fixed-rate debt due in 2021. The variable rate for each of the interest rate swaps is based on the six-month London Interbank Offered Rate (LIBOR), set in arrears, plus a fixed spread. The variable rates are reset semi-annually at each net settlement date. The net settlement benefit to us, which is recorded as a reduction in interest expense, was \$7.2 million, \$8.2 million, and \$8.1 million in 2015, 2014, and 2013, respectively. At December 31, 2015 and 2014, the fair value of these interest rate swaps was \$5.2 million and \$1.0 million in our favor, respectively, using discounted cash flow or other appropriate methodologies. Asset positions are included in deferred charges and other assets with a corresponding increase in long-term debt. Liability positions are included in other liabilities and deferred credits with a corresponding decrease in long-term debt.

Our international operations enter into forward foreign currency exchange contracts to manage foreign currency exchange rate exposures associated with certain foreign currency denominated receivables and payables. At December 31, 2015 and 2014, we had outstanding forward exchange contracts with notional amounts aggregating \$3.8 million and \$2.3 million, respectively. Forward exchange contracts generally have maturities of less than six months. Counterparties to the forward exchange contracts are major financial institutions. Credit loss from counterparty nonperformance is not anticipated. We have not designated these derivative instruments as hedging instruments. The net settlement amount (fair value) related to the active forward foreign currency exchange contracts is recorded on the balance sheet within current assets or current liabilities and as an element of other operating income which offsets the related transactions gains and losses on the related foreign denominated asset or liability. Amounts recognized in income related to forward exchange contracts were \$0.7 million of income and \$0.4 million of expense in the years ended December 31, 2015 and 2014, respectively.

#### Critical Accounting Estimates and Judgments

Our discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgments, including those related to retirement benefits, intangible assets, goodwill, and expected future performance of operations. Our estimates and judgments are based on historical experience and on various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following are critical accounting estimates used in the preparation of our consolidated financial statements.

- The calculation of annual pension costs and related assets and liabilities; and
- The valuation of intangible assets and goodwill.

#### Pension costs

We recognize amounts in our financial statements related to our defined benefit pension plans which are frozen for the majority of participants on an actuarial basis. The accounting for our pension plans requires us to recognize the overfunded or underfunded status of the pension plans on our balance sheet. A substantial portion of our pension amounts relate to our defined benefit plans in the United States. Net periodic pension cost recorded in 2015 was \$10.9 million, compared to pension cost of \$9.4 million in 2014 and \$24.3 million in 2013. We expect pension expense before the effect of income taxes for 2016 to be in a range of \$9 million to \$13 million.

One element used in determining annual pension income and expense in accordance with accounting rules is the expected return on plan assets. Beginning in 2013, we adopted a liability responsive asset allocation policy that

becomes more conservative as the funded status of the plans improve. The majority of pension plan assets relate to U.S. plans and the target allocation is currently to invest approximately 65 percent in fixed income securities and approximately 35 percent in equity securities.

To develop the expected long-term rate of return on assets assumption, we considered compound historical returns and future expectations based on our target asset allocation. For the historical long-term investment periods of 10, 15, 20 and 25 years ending December 31, 2015, our U.S. pension plan assets earned annualized rates of return of 6.1 percent, 4.1 percent, 7.5 percent, and 8.4 percent, respectively. Using our U.S. target asset allocation of plan assets, our outside actuaries have used their independent economic models to calculate a range of expected long-term rates of return and, based on their results, we have determined our U.S. asset return assumptions to be reasonable.

This assumed long-term rate of return on assets is applied to a calculated value of plan assets, which recognizes changes in the fair value of plan assets in a systematic manner over approximately three years. This process calculates the expected return on plan assets that is included in pension income or expense. The difference between this expected return and the actual return on plan assets is generally deferred and recognized over subsequent periods. The net deferral of asset gains and losses affects the calculated value of pension plan assets and, ultimately, future pension income and expense.

At the end of each year, we determine the discount rate to be used to calculate the present value of pension plan liabilities. This discount rate is an estimate of the current interest rate at which the pension liabilities could be effectively settled at the end of the year. In estimating this rate, we look to changes in rates of return on high quality, fixed income investments that receive one of the two highest ratings given by a recognized ratings agency. At December 31, 2015, for our U.S. defined benefit pension plans we determined this rate to be 4.25 percent, an increase of 0.25 percent from the 4.00 percent rate used at December 31, 2014.

For our non-U.S. pension plans, we follow similar methodologies in determining the appropriate expected rates of return on assets and discount rates to be used in our actuarial calculations in each individual country.

#### U.S. Pension assumptions sensitivity analysis

The following charts depict the sensitivity of estimated 2016 pension expense to incremental changes in the discount rate and the expected long-term rate of return on assets.

| Discount rate | Total increase (decrease)<br>to pension expense<br>from current assumption<br>(in millions) |   | Rate of Return on Plan Assets | Total increase (decrease)<br>to pension expense<br>from current assumption<br>(in millions) |   |
|---------------|---|---|-------------------------------|---|---|
|               |   |   |                               |   |   |
| 3.25 percent  | \$7.7   |   | 6.50 percent                  | \$ 6.5  |   |
| 3.50 percent  | 5.7   |   | 6.75 percent                  | 4.9   |   |
| 3.75 percent  | 3.6   |   | 7.00 percent                  | 3.3   |   |
| 4.00 percent  | 1.8   |   | 7.25 percent                  | 1.6   |   |
| 4.25 percent  | —   |   | 7.50 percent                  | —   |   |
| —             | Current Assumption  | — | —                             | Current Assumption  | — |
| 4.50 percent  | (1.7  | ) | 7.75 percent                  | (1.6  | ) |
| 4.75 percent  | (3.3  | ) | 8.00 percent                  | (3.3  | ) |
| 5.00 percent  | (4.9  | ) | 8.25 percent                  | (4.9  | ) |
| 5.25 percent  | (6.5  | ) | 8.50 percent                  | (6.5  | ) |

The amount by which the fair value of plan assets differs from the projected benefit obligation of a pension plan must be recorded on the Consolidated Balance Sheet as an asset, in the case of an overfunded plan, or as a liability, in the case of an underfunded plan. The gains or losses and prior service costs or credits that arise but are not recognized as components of pension cost are recorded as a component of other comprehensive income. The following chart depicts the sensitivity of the total pension adjustment to other comprehensive income to changes in the assumed discount rate.

| Discount rate | Total increase (decrease) in Accumulated Other Comprehensive<br>Income, net of taxes, from current assumptions (in millions) |
|---------------|--|
| 3.25 percent  | \$ (101.5 )  |
| 3.50 percent  | (74.2 )  |
| 3.75 percent  | (48.2 )  |
| 4.00 percent  | (23.5 )  |

|                                   |      |
|-----------------------------------|------|
| 4.25 percent — Current Assumption | —    |
| 4.50 percent                      | 22.1 |
| 4.75 percent                      | 43.4 |
| 5.00 percent                      | 63.5 |
| 5.25 percent                      | 82.6 |

#### Intangible assets and goodwill

The purchase price of each new acquisition is allocated to tangible assets, identifiable intangible assets, liabilities assumed, and goodwill. Determining the portion of the purchase price allocated to identifiable intangible assets and goodwill requires us to make significant estimates. The amount of the purchase price allocated to intangible assets is generally determined by estimating the future cash flows of each asset and discounting the net cash flows back to their present values. The discount rate used is determined at the time of the acquisition in accordance with accepted valuation methods.

Goodwill represents the excess of the aggregate purchase price over the fair value of net assets acquired, including intangible assets. Goodwill is not amortized, but instead tested annually or when events and circumstances indicate an impairment may have occurred. Our reporting units each contain goodwill that is assessed for potential impairment. All goodwill is assigned to reporting units, which is defined as the operating segment, or one level below the operating segment. We have three reporting units, of which two are included in the Global Packaging reportable segment. The other reporting unit is the U.S. Packaging segment.

Goodwill for our reporting units is reviewed for impairment annually in the fourth quarter of each year using a two-step process. In the first step, we compare the fair value of each reporting unit to its carrying value, including goodwill. Our determination of the estimated fair value of the reporting units utilizes both a discounted cash flow valuation and a market multiple method. Significant inputs to the discounted cash flow valuation method include discount rates, long-term sales growth rates and forecasted operating margins. The market multiple method estimates fair value by comparing the Company to similar public companies. If the fair value exceeds the carrying value, step two is not required and an impairment loss is not recognized. If step two were required, we would calculate the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets, including unrecognized intangible assets, of the reporting unit from the fair value of the reporting unit. If the implied fair value of goodwill is less than the carrying value of goodwill, we would recognize an impairment loss, in the period identified, equal to the difference.

Our estimates associated with the goodwill impairment tests are considered critical due to the amount of goodwill recorded on our consolidated balance sheet and the judgment required in determining fair value amounts, including projected future cash flows. Judgment is used in assessing whether goodwill should be tested more frequently for impairment than annually. Factors such as a significant decrease in expected net earnings, adverse equity market conditions, and other external events may require more frequent assessments. The annual goodwill impairment testing has been completed and, as the fair value of each reporting unit was at least 20 percent in excess of the respective reporting unit's carrying value, it has been determined that our \$0.9 billion of goodwill is not impaired as of December 31, 2015. We perform sensitivity analyses of key factors including discount rates and long-term sales growth rates. There were no key factors that a 1 percent change would result in an impairment.

Intangible assets consist primarily of purchased customer relationships, technology, trademarks, and tradenames and are amortized using the straight-line method over their estimated useful lives, which range from one to 30 years, when purchased. We review these intangible assets for impairment as changes in circumstances or the occurrence of events suggest that the remaining value is not recoverable. The test for impairment requires us to make estimates about fair value, most of which are based on projected future cash flows. These estimates and projections require judgments as to future events, condition, and amounts of future cash flows. We have no indefinite-lived intangible assets.

#### New Accounting Pronouncements

There has been no new accounting guidance issued or effective during 2015 that is expected to have a material impact on our consolidated financial position, results of operations, or cash flows.

ITEM 7A — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this Item 7A is included in Note 8 to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K, and under the caption “Market Risks and Foreign Currency Exposures” which is part of Management’s Discussion and Analysis included in Item 7 of this Annual Report on Form 10-K. Certain of our locations have assets and liabilities denominated in currencies other than their functional currencies. We enter into foreign currency forward exchange contracts to offset the transaction gains or losses associated with some of these assets and liabilities. For assets and liabilities without offsetting foreign currency forward exchange contracts, a 10 percent adverse change in the underlying foreign currency exchange rates would reduce our pre-tax income by approximately \$5 million.

ITEM 8 — FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Management's Responsibility Statement

The management of Bemis Company, Inc. is responsible for the integrity, objectivity, and accuracy of the financial statements of the Company. The financial statements are prepared by the Company in accordance with accounting principles generally accepted in the United States of America, and using management's best estimates and judgments, where appropriate. The financial information presented throughout this Annual Report on Form 10-K is consistent with that in the financial statements.

The management of Bemis Company, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the direction, supervision, and participation of the Chief Executive Officer and the Chief Financial Officer, the Company's management conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO-Framework (2013)). Based on the results of this evaluation, management has concluded that internal control over financial reporting was effective as of December 31, 2015. Item 9A of this Annual Report on Form 10-K contains management's favorable assessment of internal controls over financial reporting based on their review and evaluation utilizing the COSO-Framework (2013) criteria.

The Audit Committee of the Board of Directors, which is composed solely of outside directors, meets quarterly with management, the Internal Audit Director, and independent accountants to review the work of each and to satisfy itself that the respective parties are properly discharging their responsibilities. PricewaterhouseCoopers LLP and the Internal Audit Director have had and continue to have unrestricted access to the Audit Committee, without the presence of Company management.

/s/ William F. Austen  
William F. Austen, President and  
Chief Executive Officer

/s/ Michael B. Clauer  
Michael B. Clauer, Vice President and  
Chief Financial Officer

/s/ Jerry S. Krempa  
Jerry S. Krempa, Vice President and  
Controller



Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Bemis Company, Inc.:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Bemis Company, Inc. and its subsidiaries at December 31, 2015 and December 31, 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 3 to the consolidated financial statements, the Company changed the manner in which it classifies deferred taxes in 2015.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
Milwaukee, Wisconsin  
February 19, 2016

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BEMIS COMPANY, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF INCOME  
(in millions, except per share amounts)

|   |           |           |           |
|---|-----------|-----------|-----------|
| For the years ended December 31,                      | 2015      | 2014      | 2013      |
| Net sales   | \$4,071.4 | \$4,343.5 | \$4,476.6 |
| Cost of products sold                                 | 3,198.0   | 3,484.4   | 3,601.2   |
| Gross profit  | 873.4     | 859.1     | 875.4     |
| Operating expenses:                                   |           |           |           |
| Selling, general, and administrative expenses         | 420.0     | 416.6     | 448.5     |
| Research and development                              | 44.1      | 44.1      | 40.5      |
| Restructuring and acquisition-related costs           | 12.1      | —         | 45.4      |
| Other operating income                                | (12.4     | ) (9.3    | ) (9.2    |
| Operating income                                      | 409.6     | 407.7     | 350.2     |
| Interest expense                                      | 51.7      | 60.8      | 68.2      |
| Other non-operating income                            | (6.0      | ) (16.8   | ) (7.7    |
| Income from continuing operations before income taxes | 363.9     | 363.7     | 289.7     |
| Provision for income taxes                            | 122.0     | 124.6     | 97.2      |
| Income from continuing operations                     | 241.9     | 239.1     | 192.5     |
| (Loss) income from discontinued operations            | (2.6      | ) (48.0   | ) 20.1    |
| Net income  | \$239.3   | \$191.1   | \$212.6   |
| Basic earnings per share:                             |           |           |           |
| Income from continuing operations                     | \$2.50    | \$2.39    | \$1.86    |
| (Loss) income from discontinued operations            | (0.03     | ) (0.48   | ) 0.20    |
| Net income  | \$2.47    | \$1.91    | \$2.06    |
| Diluted earnings per share:                           |           |           |           |
| Income from continuing operations                     | \$2.47    | \$2.36    | \$1.85    |
| (Loss) income from discontinued operations            | (0.03     | ) (0.47   | ) 0.19    |
| Net income  | \$2.44    | \$1.89    | \$2.04    |
| Cash dividends paid per share                         | \$1.12    | \$1.08    | \$1.04    |

See accompanying notes to consolidated financial statements.



BEMIS COMPANY, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
 (in millions)

| For the years ended December 31,  | 2015    | 2014     | 2013      |
|---|---------|----------|-----------|
| Net income  | \$239.3 | \$191.1  | \$212.6   |
| Other comprehensive (loss) income:  |         |          |           |
| Translation adjustments   | (215.2  | ) (129.4 | ) (88.5   |
| Pension and other postretirement liability adjustments, net of tax (a)                                | (3.0    | ) (48.3  | ) 102.7   |
| Reclassification from accumulated other comprehensive loss from discontinued operations to net income | —       | (15.3    | ) —       |
| Other comprehensive (loss) income   | (218.2  | ) (193.0 | ) 14.2    |
| Total comprehensive income (loss)   | \$21.1  | \$(1.9   | ) \$226.8 |
| <br>  |         |          |           |
| (a) - Tax benefit (expense) related to pension and other postretirement liability adjustments         | \$3.1   | \$30.3   | \$(65.3   |

See accompanying notes to consolidated financial statements.

BEMIS COMPANY, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET  
(in millions, except per share amounts)

| As of December 31,                            | 2015             | 2014             |
|---|------------------|------------------|
| <b>ASSETS</b>                                 |                  |                  |
| Current assets:                               |                  |                  |
| Cash and cash equivalents                     | \$59.2           | \$47.1           |
| Trade receivables                             | 451.3            | 496.3            |
| Inventories                                   | 525.9            | 575.8            |
| Prepaid expenses and other current assets     | 82.6             | 168.6            |
| Total current assets                          | 1,119.0          | 1,287.8          |
| Property and equipment:                       |                  |                  |
| Land and land improvements                    | 53.3             | 61.5             |
| Buildings and leasehold improvements          | 589.3            | 552.3            |
| Machinery and equipment                       | 1,776.9          | 1,696.5          |
| Total property and equipment                  | 2,419.5          | 2,310.3          |
| Less accumulated depreciation                 | (1,213.2)        | (1,167.4)        |
| Net property and equipment                    | 1,206.3          | 1,142.9          |
| Other long-term assets:                       |                  |                  |
| Goodwill                                      | 949.5            | 963.1            |
| Other intangible assets, net                  | 149.8            | 168.6            |
| Deferred charges and other assets             | 65.2             | 48.4             |
| Total other long-term assets                  | 1,164.5          | 1,180.1          |
| <b>TOTAL ASSETS</b>                           | <b>\$3,489.8</b> | <b>\$3,610.8</b> |
| <b>LIABILITIES</b>                            |                  |                  |
| Current liabilities:                          |                  |                  |
| Current portion of long-term debt             | \$5.8            | \$—              |
| Short-term borrowings                         | 29.6             | 31.3             |
| Accounts payable                              | 334.8            | 268.2            |
| Employee-related liabilities                  | 93.3             | 90.8             |
| Accrued income and other taxes                | 35.2             | 23.3             |
| Other current liabilities                     | 90.4             | 67.8             |
| Total current liabilities                     | 589.1            | 481.4            |
| Long-term debt, less current portion          | 1,353.9          | 1,311.6          |
| Deferred taxes                                | 172.4            | 223.4            |
| Other liabilities and deferred credits        | 167.0            | 161.4            |
| Total liabilities                             | 2,282.4          | 2,177.8          |
| Commitments and contingencies (See Note 19)   |                  |                  |
| <b>EQUITY</b>                                 |                  |                  |
| Bemis Company, Inc. shareholders' equity:     |                  |                  |
| Common stock, \$0.10 par value:               |                  |                  |
| Authorized — 500.0 shares                     |                  |                  |
| Issued — 128.2 and 128.0 shares, respectively | 12.8             | 12.8             |

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|  |           |           |
|--|-----------|-----------|
| Capital in excess of par value   | 573.2     | 559.7     |
| Retained earnings  | 2,216.0   | 2,086.8   |
| Accumulated other comprehensive loss                                       | (509.9    | ) (291.7  |
| Common stock held in treasury (33.1 and 29.8 shares at cost, respectively) | (1,084.7  | ) (934.6  |
| TOTAL EQUITY   | 1,207.4   | 1,433.0   |
| TOTAL LIABILITIES AND EQUITY   | \$3,489.8 | \$3,610.8 |

See accompanying notes to consolidated financial statements.

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BEMIS COMPANY, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CASH FLOWS  
(in millions)

| For the years ended December 31,   | 2015    | 2014      | 2013      |
|--|---------|-----------|-----------|
| Cash flows from operating activities:  |         |           |           |
| Net income   | \$239.3 | \$191.1   | \$212.6   |
| Adjustments to reconcile net income to net cash provided by operating activities:                          |         |           |           |
| Depreciation and amortization  | 158.1   | 180.6     | 190.3     |
| Excess tax benefit from share-based payment arrangements   | (1.9)   | ) (0.7)   | ) —       |
| Share-based compensation   | 18.4    | 12.4      | 16.4      |
| Deferred income taxes  | 14.2    | (0.5)     | ) 2.0     |
| Income of unconsolidated affiliated company  | (1.9)   | ) (1.7)   | ) (3.1)   |
| Cash dividends received from unconsolidated affiliated company   | 1.7     | —         | 3.4       |
| Non-cash impairment charge of discontinued operations  | 3.2     | 44.7      | —         |
| (Gain) loss on sale of property and equipment  | (1.9)   | ) (0.6)   | ) 0.6     |
| Net facility consolidation and other costs   | —       | —         | (15.5)    |
| Gain on divestitures   | —       | (9.3)     | ) (5.5)   |
| Changes in operating assets and liabilities, excluding effect of acquisitions, divestitures, and currency: |         |           |           |
| Trade receivables  | (3.3)   | ) (63.9)  | ) 0.7     |
| Inventories  | 16.0    | (48.0)    | ) (0.4)   |
| Prepaid expenses and other current assets  | 5.3     | (8.6)     | ) 10.5    |
| Accounts payable   | 77.5    | (7.6)     | ) (9.6)   |
| Employee-related liabilities   | 8.8     | 7.5       | (4.6)     |
| Accrued income and other taxes   | 17.1    | (3.7)     | ) (2.9)   |
| Other current liabilities  | 3.5     | (25.9)    | ) (0.1)   |
| Other liabilities and deferred credits   | 6.0     | (0.2)     | ) (17.2)  |
| Deferred charges and other assets  | (7.7)   | ) (17.5)  | ) (4.4)   |
| Net cash provided by operating activities  | 552.4   | 248.1     | 373.2     |
| Cash flows from investing activities:  |         |           |           |
| Additions to property and equipment  | (219.4) | ) (185.2) | ) (139.8) |
| Business acquisitions and adjustments, net of cash acquired  | (66.4)  | ) —       | (59.7)    |
| Proceeds from sales of property and equipment  | 9.6     | 10.1      | 13.7      |
| Proceeds from divestitures   | 13.6    | 215.6     | 30.0      |
| Net cash (used in) provided by investing activities  | (262.6) | ) 40.5    | (155.8)   |
| Cash flows from financing activities:  |         |           |           |
| Proceeds from issuance of long-term debt   | 2.0     | 199.4     | —         |
| Repayment of long-term debt  | (0.9)   | ) (400.2) | ) (7.4)   |
| Net borrowing of commercial paper  | 12.2    | 76.8      | 35.1      |
| Net (repayment) borrowing of short-term debt   | (9.6)   | ) 21.1    | (14.3)    |
| Cash dividends paid to shareholders  | (109.7) | ) (108.4) | ) (107.5) |
| Common stock purchased for the treasury  | (150.1) | ) (152.1) | ) (77.3)  |
| Deferred payments for business acquisitions  | (4.3)   | ) (6.6)   | ) —       |
| Excess tax benefit from share-based payment arrangements   | 1.9     | 0.7       | —         |
| Stock incentive programs and related withholdings  | (6.8)   | ) (1.5)   | ) (13.3)  |
| Net cash used in financing activities  | (265.3) | ) (370.8) | ) (184.7) |



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|  |        |         |         |   |
|--|--------|---------|---------|---|
| Effect of exchange rates on cash and cash equivalents  | (12.4  | ) (12.4 | ) (5.1  | ) |
| Net increase (decrease) in cash and cash equivalents   | 12.1   | (94.6   | ) 27.6  |   |
| Cash and cash equivalents balance at beginning of year | 47.1   | 141.7   | 114.1   |   |
| Cash and cash equivalents balance at end of year       | \$59.2 | \$47.1  | \$141.7 |   |
| Interest paid during the year                          | \$48.5 | \$68.4  | \$66.5  |   |
| Income taxes paid during the year                      | \$84.7 | \$134.8 | \$121.9 |   |

See accompanying notes to consolidated financial statements

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BEMIS COMPANY, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF EQUITY  
(in millions)

|  | Common<br>Stock | Capital In<br>Excess of<br>Par Value | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | Common<br>Stock Held<br>In Treasury | Total     |
|--|-----------------|--------------------------------------|----------------------|---|-------------------------------------|-----------|
| Balance as of December 31, 2012                                    | \$12.7          | \$545.4                              | \$1,900.9            | \$(112.9)                                     | \$(705.2)                           | \$1,640.9 |
| Net income   |                 |                                      | 212.6                |   |                                     | 212.6     |
| Other comprehensive income   |                 |                                      |                      | 14.2  |                                     | 14.2      |
| Cash dividends declared on common stock                            |                 |                                      | (108.4)              |   |                                     | (108.4)   |
| Stock incentive programs and related tax withholdings (0.6 shares) | 0.1             | (13.4)                               |                      |   |                                     | (13.3)    |
| Tax shortfall expense from share-based compensation arrangements   |                 | (0.3)                                |                      |   |                                     | (0.3)     |
| Share-based compensation   |                 | 16.4                                 |                      |   |                                     | 16.4      |
| Purchase of 2.0 shares of common stock for the treasury            |                 |                                      |                      |   | (77.3)                              | (77.3)    |
| Balance as of December 31, 2013                                    | 12.8            | 548.1                                | 2,005.1              | (98.7)  | (782.5)                             | 1,684.8   |
| Net income   |                 |                                      | 191.1                |   |                                     | 191.1     |
| Other comprehensive loss   |                 |                                      |                      | (193.0)                                       |                                     | (193.0)   |
| Cash dividends declared on common stock                            |                 |                                      | (109.4)              |   |                                     | (109.4)   |
| Stock incentive programs and related tax withholdings (0.1 shares) |                 | (1.5)                                |                      |   |                                     | (1.5)     |
| Excess tax benefit from share-based compensation arrangements      |                 | 0.7                                  |                      |   |                                     | 0.7       |
| Share-based compensation   |                 | 12.4                                 |                      |   |                                     | 12.4      |
| Purchase of 3.8 shares of common stock for the treasury            |                 |                                      |                      |   | (152.1)                             | (152.1)   |
| Balance as of December 31, 2014                                    | 12.8            | 559.7                                | 2,086.8              | (291.7)                                       | (934.6)                             | 1,433.0   |
| Net income   |                 |                                      | 239.3                |   |                                     | 239.3     |
| Other comprehensive loss   |                 |                                      |                      | (218.2)                                       |                                     | (218.2)   |
| Cash dividends declared on common stock                            |                 |                                      | (110.1)              |   |                                     | (110.1)   |
| Stock incentive programs and related tax withholdings (0.2 shares) |                 | (6.8)                                |                      |   |                                     | (6.8)     |
| Excess tax benefit from share-based compensation arrangements      |                 | 1.9                                  |                      |   |                                     | 1.9       |
| Share-based compensation   |                 | 18.4                                 |                      |   |                                     | 18.4      |
| Purchase of 3.3 shares of common stock for the treasury            |                 |                                      |                      |   | (150.1)                             | (150.1)   |
| Balance as of December 31, 2015                                    | \$12.8          | \$573.2                              | \$2,216.0            | \$(509.9)                                     | \$(1,084.7)                         | \$1,207.4 |

See accompanying notes to consolidated financial statements.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Note 1 — BUSINESS DESCRIPTION

Bemis Company, Inc. (the "Company"), a Missouri corporation, was founded in 1858 and incorporated in 1885 as Bemis Bro. Bag Company. In 1965 the name was changed to Bemis Company, Inc. Based in Neenah, Wisconsin, at December 31, 2015, the Company employed approximately 17,500 individuals and had 61 manufacturing facilities. The Company manufactures and sells packaging products globally.

The Company's business activities are organized around its two business segments, U.S. Packaging (67 percent of 2015 net sales) and Global Packaging (33 percent). The Company's packaging businesses have a strong technical base in polymer chemistry, film extrusion, coating, laminating, printing, and converting. The primary markets for the Company's products are in the food industry, which accounted for approximately 80 percent of net sales in 2015. The Company's packaging products are widely diversified among food categories and can be found in nearly every aisle of the grocery store. Other markets include chemical, agribusiness, medical, pharmaceutical, personal care products, electronics, construction, and other consumer goods. All markets are considered to be highly competitive as to price, innovation, quality, and service.

## Note 2 — SIGNIFICANT ACCOUNTING POLICIES

Balance sheet reclassification: As noted in Note 3 - New Accounting Guidance, the Company early adopted new guidance related to the presentation of debt issuance costs.

Additionally, during the first half of 2015 the Company revised certain internal working capital metrics and goals. To align external reporting with these metrics, the Company has reclassified certain amounts from "Accounts receivable, net" to "Prepaid expenses and other current assets" and from "Accounts payable" to "Employee-related liabilities" (see table below). Included within the amounts reclassified from "Accounts receivable, net" were vendor rebates, value-added taxes, and other non-trade receivables that included divestiture-related receivables. The Company also renamed "Accounts receivable, net" to "Trade receivables", and "Accrued salaries and wages" to "Employee-related liabilities" to provide more clarity. These changes had no impact to operating cash flow.

| (in millions)                             | December 31, 2014<br>(As reported) | Reclassification | December 31, 2014<br>(As reclassified) |
|---|------------------------------------|------------------|--|
| Trade receivables                         | \$566.1                            | \$(69.8)         | ) \$496.3                              |
| Prepaid expenses and other current assets | 98.8                               | 69.8             | ) 168.6                                |
| Deferred charges and other assets         | 52.7                               | (4.3)            | ) 48.4                                 |
| Accounts payable                          | 272.4                              | (4.2)            | ) 268.2                                |
| Employee-related liabilities              | 86.6                               | 4.2              | ) 90.8                                 |
| Long-term debt                            | 1,315.9                            | (4.3)            | ) 1,311.6                              |

Discontinued operations presentation: The consolidated statement of income and related notes reflects our Pressure Sensitive Materials business as a discontinued operation (see Note 6 — Divestitures). The consolidated statement of cash flows for all periods includes both continuing and discontinued operations.

Principles of consolidation: The consolidated financial statements include the accounts of the Company and its majority owned subsidiaries. All intercompany transactions and accounts have been eliminated. Joint ventures which are not majority controlled are accounted for by the equity method of accounting with earnings of \$1.9 million, \$1.7 million, and \$3.1 million in 2015, 2014, and 2013, respectively, included in other operating income on the

accompanying consolidated statement of income. Investments in joint ventures of \$5.4 million and \$8.0 million as of December 31, 2015 and 2014, respectively, are included in deferred charges and other assets on the accompanying consolidated balance sheet.

Estimates and assumptions required: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Translation of foreign currencies: The Company considers the local currency to be the functional currency for substantially all foreign subsidiaries. Assets and liabilities are translated at the exchange rate as of the balance sheet date. All revenue and expense accounts are translated at average exchange rates in effect during the year. Translation gains or losses are recorded in the foreign currency translation component in accumulated other comprehensive loss in shareholders' equity. Foreign currency transaction losses of \$1.4 million, \$3.5 million, and \$2.6 million in 2015, 2014, and 2013, respectively, are included as a component of other operating income. There were no foreign currency transaction losses recorded within non-operating income in 2015, 2014 or 2013.

Revenue recognition: Sales and related costs of products sold are recognized when persuasive evidence of an arrangement exists, title and risk of ownership have been transferred to the customer, the sales price is fixed or determinable, and collectability is reasonably assured. These conditions are typically fulfilled upon shipment of products. All costs associated with revenue, including customer rebates and provisions for estimates of sales returns and allowances, are recognized as a deduction from revenue in the period in which the associated revenue is recorded. Customer rebates are accrued using sales data and rebate percentages specific to each customer agreement. Shipping and handling costs are classified as a component of cost of products sold while amounts billed to customers for shipping and handling are classified as a component of sales. The Company accrues for estimated warranty costs when specific issues are identified and the amounts are determinable and also considers the history of actual claims paid. Taxes assessed by governmental authorities on revenue producing transactions, including sales, value added, excise and use taxes, are recorded on a net basis (excluded from revenue).

Research and development: Research and development expenditures are expensed as incurred.

Restructuring (including facility consolidation) costs: Restructuring costs are recognized when the liability is incurred. The Company calculates severance obligations based on its standard customary practices. Accordingly, the Company records provisions for severance when probable and estimable and the Company has committed to the restructuring plan. In the absence of a standard customary practice or established local practice for locations outside the U.S., liabilities for severance are recognized when incurred. If fixed assets are to be disposed of as a result of the Company's restructuring efforts, the assets are written off when the Company commits to dispose of them and they are no longer in use. Depreciation is accelerated on fixed assets for the period of time the asset continues to be used until the asset ceases to be used. Other restructuring costs, including costs to relocate equipment, are generally recorded as the service is provided.

Cash and cash equivalents: The Company considers all highly liquid temporary investments with a maturity of three months or less when purchased to be cash equivalents. Cash equivalents include certificates of deposit that can be readily liquidated without penalty at the Company's option. Cash equivalents are carried at cost which approximates fair market value.

Trade receivables: Trade accounts receivable are stated at the amount the Company expects to collect, which is net of an allowance for sales returns and the estimated losses resulting from the inability of its customers to make required payments. When determining the collectability of specific customer accounts, a number of factors are evaluated, including: customer creditworthiness, past transaction history with the customer, and changes in customer payment terms or practices. In addition, overall historical collection experience, current economic industry trends, and a review of the current status of trade accounts receivable are considered when determining the required allowance for doubtful accounts. Based on management's assessment, the Company provides for estimated uncollectible amounts through a charge to earnings and a credit to allowance for doubtful accounts. Balances that remain outstanding after the Company has used reasonable collection efforts are written off through a charge to the allowance for doubtful accounts and a credit to trade receivables. Trade receivables are presented net of an allowance for doubtful accounts of \$18.0 million and \$21.0 million at December 31, 2015 and 2014, respectively.

The Company enters into supply chain financing programs from time to time to sell trade receivables without recourse to third-party financial institutions. Sales of trade receivables are reflected as a reduction of trade receivables on the consolidated balance sheets and the proceeds are included in the cash flows from operating activities in the consolidated statements of cash flows. During the year ended December 31, 2015, the Company sold without recourse trade receivables representing approximately ten percent of net sales, and the associated discount on sale of trade receivables was insignificant.

Inventory valuation: Inventories are valued at the lower of cost, as determined by the first-in, first-out ("FIFO") method, or net realizable value. Inventory values using the FIFO method of accounting approximate replacement cost. Inventories are summarized at December 31, as follows:

| (in millions)                      | 2015    | 2014    |
|------------------------------------|---------|---------|
| Raw materials and supplies         | \$169.3 | \$193.9 |
| Work in process and finished goods | 356.6   | 381.9   |
| Total inventories                  | \$525.9 | \$575.8 |

Property and equipment: Property and equipment are stated at cost. Maintenance and repairs that do not improve efficiency or extend economic life are expensed as incurred. Plant and equipment are depreciated for financial reporting purposes principally using the straight-line method over the estimated useful lives of assets as follows: land improvements, 15-30 years; buildings, 15-45 years; leasehold and building improvements, the lesser of the lease term or 8-20 years; and machinery and equipment, 3-16 years. For tax purposes, the Company generally uses accelerated methods of depreciation. The tax effect of the difference between book and tax depreciation has been provided as deferred income taxes. Depreciation expense was \$144.2 million, \$154.6 million, and \$162.2 million for 2015, 2014, and 2013, respectively. On sale or retirement, the asset cost and related accumulated depreciation are removed from the accounts and any related gain or loss is reflected in income. Interest costs, which are capitalized during the construction of major capital projects, totaled \$0.4 million in 2015, \$0.2 million in 2014, and \$0.3 million in 2013.

The Company reviews its long-lived assets for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. If impairment indicators are present and the estimated future undiscounted cash flows are less than the carrying value of the assets, the carrying values are reduced to the estimated fair value.

The Company capitalizes direct costs (internal and external) of materials and services used in the development and purchase of internal-use software. Amounts capitalized are amortized on a straight-line basis over a period of three to twelve years and are reported as a component of machinery and equipment within property and equipment.

The Company is in the process of developing and implementing a new Enterprise Resource Planning ("ERP") system. Certain costs incurred during the application development stage have been capitalized in accordance with authoritative accounting guidance related to accounting for costs of computer software developed or obtained for internal use. The net book value of capitalized costs for this new ERP system were approximately \$65.7 million and \$69.9 million as of December 31, 2015 and 2014, respectively. These costs are being amortized over the system's estimated useful life as the ERP system is placed in service.

Goodwill: Goodwill represents the excess of cost over the fair value of net assets acquired in business combinations. Goodwill is not amortized, but instead tested annually or when events and circumstances indicate an impairment may have occurred. The Company's reporting units each contain goodwill that is assessed for potential impairment. All goodwill is assigned to reporting units, which is defined as the operating segment, or one level below the operating segment. The Company has three reporting units, of which two are included in the Global Packaging reportable segment. The other reporting unit is the U.S. Packaging segment.

Goodwill for the reporting units is reviewed for impairment annually in the fourth quarter of each year using a two-step process. In the first step, the fair value of each reporting unit is compared to its carrying value, including goodwill. The determination of the estimated fair value of the reporting units utilizes both a discounted cash flow valuation and a market multiple method. Significant inputs to the discounted cash flow valuation method include discount rates, long-term sales growth rates and forecasted operating margins. The market multiple method estimates fair value by comparing the Company to similar public companies. If the fair value exceeds the carrying value, step



two is not required and an impairment loss is not recognized. If step two were required, the implied fair value of goodwill would be calculated by deducting the fair value of all tangible and intangible net assets, including unrecognized intangible assets, of the reporting unit from the fair value of the reporting unit. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss would be recognized equal to the difference.

The annual impairment test indicated no impairment for the years ended December 31, 2015, 2014, or 2013, nor does the Company have any accumulated impairment losses.

**Intangible assets:** Contractual or separable intangible assets that have finite useful lives are amortized against income using the straight-line method over their estimated useful lives, with original periods ranging from one to thirty years. The straight-line method of amortization reflects an appropriate allocation of the costs of the intangible assets to earnings in proportion to the amount of economic benefits obtained by the Company in each reporting period. The Company tests finite-lived intangible assets for impairment whenever there is an impairment indicator. Intangible assets are tested for impairment by comparing anticipated undiscounted future cash flows from operations to net book value.

**Financial instruments:** The Company recognizes all derivative instruments on the balance sheet at fair value. Derivatives not designated as hedging instruments are adjusted to fair value through income. Depending on the nature of derivatives designated as hedging instruments, changes in the fair value are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in shareholders' equity through other comprehensive income until the hedged item is recognized. Gains or losses, if any, related to the ineffective portion of any hedge are recognized through earnings in the current period.

Note 8 contains expanded details relating to specific derivative instruments included on the Company's balance sheet, such as forward foreign currency exchange contracts, currency swap contracts, and interest rate swap arrangements.

**Other liabilities and deferred credits:** Other liabilities and deferred credits balances include non-current pension and other postretirement liability amounts of \$99.8 million and \$102.4 million at December 31, 2015 and 2014, respectively.

**Treasury stock:** Treasury stock purchases are stated at cost and presented as a separate reduction of shareholders' equity. During 2015, the Company purchased 3.3 million shares of common stock in the open market for \$150.1 million. During 2014, the Company purchased 3.8 million shares of common stock in the open market for \$152.1 million. During 2013, the Company purchased \$2.0 million shares of common stock in the open market for \$77.3 million. At December 31, 2015, approximately 3.4 million common shares can be repurchased, at management's discretion, under authority granted by the Company's Board of Directors in 2014.

#### Note 3 — NEW ACCOUNTING GUIDANCE

In November 2015, the Financial Accounting Standards Board ("FASB") issued guidance that requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet. As a result, each jurisdiction will now only have one net noncurrent deferred tax asset or liability. The guidance does not change the existing requirement that only permits offsetting within a jurisdiction. The guidance is required to be applied by the Company in the first quarter of 2017, but early adoption is permitted. The guidance was adopted early and will be applied prospectively. This change resulted in a \$61.0 million reclassification from "Prepaid expenses and other current assets" to "Deferred taxes" during 2015.

In September 2015, the FASB issued guidance that eliminates the current requirement for an acquirer in a business combination to account for measurement-period adjustments retrospectively. Instead, acquirers must recognize measurement-period adjustments during the period in which they determine the amounts, including the effect on earnings of any amounts they would have recorded in previous periods if the accounting had been completed at the acquisition date. The guidance is required to be applied by the Company in 2016, but early adoption is permitted. The Company does not expect the adoption of this standard will have a material impact on its consolidated financial statements.

In July 2015, the FASB issued guidance that simplifies the subsequent measurement of inventory by requiring inventory to be measured at the lower of cost and net realizable value. Entities already calculate net realizable value when applying today's lower of cost or market guidance, and the new guidance does not change that calculation. For inventory within the scope of the new guidance, entities will be required to compare the cost of inventory to only its net realizable value, and not to the three measures required by current guidance. The guidance is required to be applied by the Company in the first quarter of 2017, but early adoption is permitted. The guidance was early adopted and did not have a material impact on the Company's consolidated financial statements.

In April 2015, the FASB issued guidance on the recognition of fees paid by a customer for cloud computing arrangements. The new guidance clarifies that if a cloud computing arrangement includes a software license, the customer should account for the software license consistent with the acquisition of other software licenses. If the arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance is required to

be applied by the Company in the first quarter of 2016. The Company is currently evaluating the impact this guidance will have on its consolidated financial statements.

In April 2015, the FASB issued new guidance to simplify the presentation of debt issuance costs by requiring debt issuance costs to be presented as a deduction from the corresponding debt liability. This will make the presentation of debt issuance costs consistent with the presentation of debt discounts or premiums. Current guidance generally requires entities to capitalize costs paid to third parties that are directly related to issuing debt and that otherwise wouldn't be incurred and present those amounts separately as deferred charges. The new guidance requires the discount or premium resulting from the difference between the net proceeds received upon debt issuance and the amount payable at maturity to be presented as a direct deduction from or an addition to the face amount of the debt. The guidance was early adopted as noted in Note 2.

In May 2014, the FASB issued new guidance which supersedes current revenue recognition requirements. This guidance is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In July 2015, the FASB voted to defer for one year the effective date of the new revenue standard. The guidance is required to be applied by the Company in the first quarter of fiscal 2018 using one of two retrospective applications methods. The FASB also decided to permit entities to early adopt the standard. The Company is currently evaluating the application methods and the impact of this new statement on the Company's consolidated financial statements.

In April 2014, the FASB issued new guidance that redefines a discontinued operation as a component or group of components that has been disposed of or is classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity's financial results. Continuing involvement no longer precludes presentation as a discontinued operation. The guidance is required to be applied by the Company prospectively to new disposals and new classifications of disposal groups as held for sale beginning in fiscal 2015. While early adoption was permitted, the Company did not early adopt this guidance for its divestiture of its Pressure Sensitive Materials business. The Company does not expect the adoption of this standard will have a material impact on the consolidated financial statements.

#### Note 4— FACILITY CONSOLIDATION AND OTHER COSTS

##### 2011 Program

During the fourth quarter of 2011, the Company initiated a facility consolidation and other costs program ("2011 Program") to improve efficiencies and reduce fixed costs. As a part of this program, the Company announced the closure of five facilities. As of December 31, 2013, manufacturing operations had ceased at all of these manufacturing facilities. Most of the production from these five facilities was transferred to other facilities. The total 2011 Program costs were \$97.2 million, including \$33.4 million in employee costs, \$34.7 million in fixed asset accelerated depreciation and write-downs, and \$29.1 million in other facility consolidation costs. These amounts exclude any potential gain to be recognized on the sale of property. The 2011 Program costs by reportable segment follow:

| (in millions)                              | U.S.<br>Packaging | Global<br>Packaging | Corporate | Total Facility<br>Consolidation<br>and Other Costs |
|--|-------------------|---------------------|-----------|--|
| 2011 net expense accrued                   | \$26.3            | \$8.6               | \$0.8     | \$ 35.7  |
| 2012 net expense accrued                   | 29.4              | 5.0                 | —         | 34.4   |
| 2013 net expense accrued                   | 27.1              | —                   | —         | 27.1   |
| Expense incurred through December 31, 2013 | \$82.8            | \$13.6              | \$0.8     | \$ 97.2  |



## 2012 Program

During the second quarter of 2012, the Company expanded its facility consolidation and other costs program (“2012 Program”) to further improve efficiencies and reduce costs within its U.S. and Global Packaging segments. As a part of this program, the Company announced the closure of an additional four production locations, including three facilities outside of the U.S., and the relocation of the majority of the production to other facilities. As of December 31, 2013, manufacturing operations had ceased at all of these manufacturing facilities. The total 2012 Program costs of \$52.6 million included \$21.9 million in employee-related costs, \$16.5 million in fixed asset accelerated depreciation and write-downs, and \$14.2 million in other facility consolidation costs. The 2012 Program costs by reportable segment follow:

| (in millions)                              | U.S.<br>Packaging | Global<br>Packaging | Total Facility<br>Consolidation<br>and Other Costs |
|--|-------------------|---------------------|--|
| 2012 net expense accrued                   | \$ 12.7           | \$ 21.6             | \$ 34.3  |
| 2013 net expense accrued                   | 17.9              | 0.4                 | 18.3   |
| Expense incurred through December 31, 2013 | \$ 30.6           | \$ 22.0             | \$ 52.6  |

Cash payments for these facility consolidation programs in 2013 and 2012 totaled \$51.6 million and \$35.2 million, respectively. Cash payments in 2013 were net of proceeds of \$9.8 million received for the sale of property and equipment. Cash payments in 2014 were minimal, and exclude the impact of proceeds on sale of property. The costs related to facility consolidation activities have been recorded on the consolidated statement of income as restructuring and acquisition-related costs.

## Note 5 — ACQUISITIONS

## Emplal Participações S.A.

On December 1, 2015, Bemis acquired the rigid plastic packaging operations of Emplal Participações S.A. (“Emplal”), a privately-owned Brazilian manufacturer of plastic packaging for food and consumer applications. The acquisition supports the Company's growth strategy to expand in markets that fit the Company's strengths and capabilities. The cash purchase price was \$67.0 million. The allocation of the purchase price resulted in approximately \$44.9 million of goodwill for the Global Packaging segment, which is expected to be tax deductible. The fair value and weighted average useful life that has been assigned to the acquired identifiable intangible asset of this acquisition is:

| (in millions, except useful life) | Fair Value | Weighted Average Useful Life<br>(years) |
|-----------------------------------|------------|---|
| Customer relationships            | \$4.5      | 10                                      |

The fair value of assets and liabilities acquired was \$145.8 million and \$78.8 million, respectively. Deferred charges and other assets include an adjustment of approximately \$16.9 million to record assets related to the indemnity provisions of the sale and purchase agreement, and are primarily related to tax matters. Pro forma financial information and allocation of the purchase price are not presented as the effects of this acquisition are not material to the Company's results of operations or financial position.

## Foshan New Changsheng Plastics Films

On July 1, 2013, Bemis acquired Foshan New Changsheng Plastics Films Co., LTD ("Foshan"), a specialty film manufacturer located in Foshan, China. Foshan is a supplier to the Company's food packaging plant in Dongguan, China and other specialty film product customers. The acquisition of this film platform is expected to provide cost and logistics benefits to support the Company's broader Asia-Pacific growth strategy. The original cash purchase price was \$75.6 million, with payments of \$65.3 million, \$6.6 million, and \$4.3 million occurring in 2013, 2014, and 2015, respectively. The allocation of the purchase price resulted in approximately \$47.4 million of goodwill for the Global Packaging segment, none of which is expected to be tax deductible. The fair values and weighted average useful lives that have been assigned to the acquired

identifiable intangible assets of this acquisition are:

| (in millions, except useful lives) | Fair Value | Weighted Average Useful Life<br>(years) |
|------------------------------------|------------|---|
| Customer relationships             | \$8.3      | 9                                       |
| Land-use rights                    | 4.4        | 43                                      |
| Other intangible assets            | 0.4        | 2                                       |

The fair value of assets and liabilities acquired was \$111.0 million and \$35.4 million, respectively. Pro forma financial information and allocation of the purchase price are not presented as the effects of this acquisition is not material to the Company's results of operations or financial position.

#### Note 6 — DIVESTITURES AND PLANT CLOSURES

##### Bemis Healthcare Packaging Plant Closure

In January 2015, the Company announced that it would close a plant in Philadelphia, Pennsylvania, one of its healthcare packaging facilities. Production from this facility was transferred to other healthcare facilities throughout the year. During the twelve months ended December 31, 2015, plant closure costs of \$7.8 million were recorded. These costs were recorded within restructuring and acquisition-related costs and included the Company's best estimate of a withdrawal liability for a multi-employer pension plan settlement. Operations ceased at this location in January 2016. The majority of approximately \$7 million of cash payments are expected in 2016.

##### Divestiture of Pressure Sensitive Materials Business

On November 7, 2014, the Company completed the sale its global Pressure Sensitive Materials business. Proceeds of the transaction totaled \$150.5 million. Of the total proceeds, \$136.9 million was received in fiscal 2014 and \$13.6 million was received in April 2015 which related to settlement of customary post-closing adjustments. At September 30, 2014, the Company determined that the Pressure Sensitive Materials business met the criteria to be classified as a discontinued operation, which required retrospective application to certain financial information for all periods presented. The assets and liabilities of the Pressure Sensitive Materials business were reflected as held for sale in the consolidated balance sheet at September 30, 2014.

The following table summarizes the results of the Pressure Sensitive Materials business, reclassified as discontinued operations for the twelve month periods ended December 31, 2015, 2014, and 2013:

| (in millions)   | Twelve Months Ended<br>December 31, |           |         |
|---|-------------------------------------|-----------|---------|
|   | 2015                                | 2014      | 2013    |
| Net sales   | \$—                                 | \$480.9   | \$553.2 |
| (Loss) income from discontinued operations before income taxes  | \$(3.7 )                            | \$(39.4 ) | \$30.6  |
| (Benefit) provision for income taxes on discontinued operations | (1.1 )                              | 8.6       | 10.5    |
| (Loss) income from discontinued operations, net of tax          | \$(2.6 )                            | \$(48.0 ) | \$20.1  |

Loss from discontinued operations in 2015 resulted from additional impairment charges, net of tax, reflecting finalization of post-closing adjustments. Loss from discontinued operations in 2014 includes the operating results of the Pressure Sensitive Materials business, goodwill impairment charges, direct transaction costs associated with the divestiture, plant closure costs associated with the Stow, Ohio plant, and the associated income tax effects of these items.



Assets and liabilities classified as held for sale are required to be recorded at the lower of carrying value or fair value less costs to sell. Accordingly, the Company recorded goodwill impairment charges of \$44.7 million in the third quarter of 2014 when it became apparent the business would sell for less than its carrying value. There were no indicators of impairment prior to the third quarter of 2014.

In March 2014, the Company announced the closure of its plant in Stow, Ohio, one of its Pressure Sensitive Materials manufacturing facilities. Operations ceased at this location in May 2014. During the twelve months ended December 31, 2014, plant closure costs of \$25.0 million were recorded and approximately \$20.8 million of cash payments were made. These costs are included within (loss) income from discontinued operation and included a final withdrawal payment for a multi-employer pension plan.

#### Divestiture of Paper Packaging Division

On March 31, 2014, the Company completed the sale of its Paper Packaging Division. Annual net sales by this division were approximately \$160 million. Net proceeds of the transaction totaled \$78.7 million. A \$9.3 million pre-tax gain on the sale was recorded as part of other non-operating income for the twelve months ended December 31, 2014.

#### Divestiture of Clysar

On May 29, 2013, the Company completed the sale of its Clysar thin gauge shrink film plant. Annual net sales of Clysar films were approximately \$70 million and were sold primarily through distributors. A \$5.5 million pre-tax gain on the sale was recorded as part of other non-operating income for the twelve months ended December 31, 2013. Net proceeds of the transaction totaled \$30.0 million.

#### Note 7 — FINANCIAL ASSETS AND FINANCIAL LIABILITIES MEASURED AT FAIR VALUE

The fair values of the Company's financial assets and financial liabilities listed below reflect the amounts that would be received to sell the assets or paid to transfer the liabilities in an orderly transaction between market participants at the measurement date (exit price).

The Company's non-derivative financial instruments include cash and cash equivalents, trade receivables, accounts payable, short-term borrowings, and long-term debt. At December 31, 2015 and 2014, the carrying value of these financial instruments, excluding long-term debt, approximates fair value because of the short-term maturities of these instruments.

Fair value disclosures are classified based on the fair value hierarchy. Level 1 fair value measurements represent exchange-traded securities which are valued at quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the reporting date. Level 2 fair value measurements are determined using input prices that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. Level 3 fair value measurements are determined using unobservable inputs, such as internally developed pricing models for the asset or liability due to little or no market activity for the asset or liability.

The fair value measurements of the Company's long-term debt represent non-active market exchange-traded securities which are valued at quoted prices or using input prices that are directly observable or indirectly observable through corroboration with observable market data. The carrying values and estimated fair values of long-term debt at December 31, 2015 and 2014 follow:

| (in millions)        | December 31, 2015 |                      | December 31, 2014 |                      |
|----------------------|-------------------|----------------------|-------------------|----------------------|
|                      | Carrying Value    | Fair Value (Level 2) | Carrying Value    | Fair Value (Level 2) |
| Total long-term debt | \$1,353.9         | \$1,421.6            | \$1,311.6         | \$1,410.9            |



The fair values for derivatives are based on inputs other than quoted prices that are observable for the asset or liability. These inputs include interest rates. The financial assets and financial liabilities are primarily valued using standard calculations / models that use as their basis readily observable market parameters. Industry standard data providers are the primary source for forward and spot rate information for both interest rates and currency rates, with resulting valuations periodically validated through third-party or counterparty quotes. The fair value of the Company's derivatives follow:

| (in millions)                            | Fair Value<br>As of<br>December 31,<br>2015<br>(Level 2) | Fair Value<br>As of<br>December 31,<br>2014<br>(Level 2) |
|--|--|--|
| Interest rate swaps — net asset position | \$5.2  | \$1.0  |

#### Note 8 — DERIVATIVE INSTRUMENTS

The Company enters into derivative transactions to manage exposures arising in the normal course of business. The Company does not enter into derivative transactions for speculative or trading purposes. The Company recognizes all derivative instruments on the balance sheet at fair value. Derivatives not designated as hedging instruments are adjusted to fair value through income. Depending on the nature of derivatives designated as hedging instruments, changes in the fair value are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in shareholders' equity through other comprehensive income until the hedged item is recognized. Gains or losses, if any, related to the ineffective portion of any hedge are recognized through earnings in the current period.

The Company enters into interest-rate swap contracts to economically convert a portion of the Company's fixed-rate debt to variable rate debt. During the fourth quarter of 2011, the Company entered into four interest rate swap agreements with a total notional amount of \$400 million. These contracts were designated as fair value hedges of the Company's \$400 million 4.5% fixed-rate debt due in 2021. The variable rate for each of the interest rate swaps is based on the six-month London Interbank Offered Rate (LIBOR), set in arrears, plus a fixed spread. The variable rates are reset semi-annually at each net settlement date. Fair values of these interest rate swaps are determined using discounted cash flow or other appropriate methodologies. Asset positions are included in deferred charges and other assets with a corresponding increase in long-term debt. Liability positions are included in other liabilities and deferred credits with a corresponding decrease in long-term debt.

The Company enters into forward exchange contracts to manage foreign currency exchange rate exposures associated with certain foreign currency denominated receivables and payables. Forward exchange contracts generally have maturities of less than six months and relate primarily to major Western European currencies for the Company's European operations, the U.S. dollar for the Company's Brazilian operations, and the U.S. and Australian dollars for the Company's New Zealand and Australian operations. The Company has not designated these derivative instruments as hedging instruments. At December 31, 2015, and 2014, the Company had outstanding forward exchange contracts with notional amounts aggregating \$3.8 million and \$2.3 million, respectively. The net settlement amount (fair value) related to active forward exchange contracts is recorded on the balance sheet as either a current or long-term asset or liability and as an element of other operating income which offsets the related transaction gains or losses.

The Company is exposed to credit loss in the event of non-performance by counterparties in forward exchange contracts and interest-rate swap contracts. Collateral is generally not required of the counterparties or of the Company. In the event a counterparty fails to meet the contractual terms of a currency swap or forward exchange contract, the Company's risk is limited to the fair value of the instrument. The Company actively monitors its

exposure to credit risk through the use of credit approvals and credit limits, and by selecting major international banks and financial institutions as counterparties. The Company has not had any historical instances of non-performance by any counterparties, nor does it anticipate any future instances of non-performance.

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The fair values, balance sheet presentation, and the hedge designation status of derivative instruments at December 31, 2015 and 2014 are presented in the table below:

| (in millions)                             | Balance Sheet Location            | Fair Value (Level 2) as of |                   |
|---|-----------------------------------|----------------------------|-------------------|
|   |                                   | December 31, 2015          | December 31, 2014 |
| Asset Derivatives                         |                                   |                            |                   |
| Interest rate swaps — designated as hedge | Deferred charges and other assets | \$5.2                      | \$1.0             |

The income statement impact of derivatives are presented in the table below:

| (in millions)              | Income Statement Location | Amount of Gain (Loss) Recognized in Income on Derivatives |       |       |
|----------------------------|---------------------------|---|-------|-------|
|                            |                           | 2015  | 2014  | 2013  |
| Designated as hedges       |                           |   |       |       |
| Interest rate swaps        | Interest expense          | \$7.2   | \$8.2 | \$8.1 |
| Not designated as hedges   |                           |   |       |       |
| Forward exchange contracts | Other operating income    | 0.7   | (0.4  | ) 0.1 |
| Total                      |                           | \$7.9   | \$7.8 | \$8.2 |

Note 9 — GOODWILL AND OTHER INTANGIBLE ASSETS

Changes in the carrying amount of goodwill attributable to each reportable business segment follow:

| (in millions)   | U.S. Packaging Segment | Global Packaging Segment | Discontinued Operations | Total     |
|---|------------------------|--------------------------|-------------------------|-----------|
| Reported balance at December 31, 2013                 | \$632.3                | \$367.3                  | \$52.6                  | \$1,052.2 |
| Reclassification                                      | 12.8                   | (12.8                    | ) —                     | —         |
| Non-cash impairment charge of discontinued operations | —                      | —                        | (44.7                   | ) (44.7   |
| Divestitures  | (10.1                  | ) —                      | (7.8                    | ) (17.9   |
| Currency translation                                  | (1.0                   | ) (25.4                  | ) (0.1                  | ) (26.5   |
| Reported balance at December 31, 2014                 | 634.0                  | 329.1                    | —                       | 963.1     |
| Acquisition   | —                      | 44.9                     | —                       | 44.9      |
| Currency translation                                  | (1.9                   | ) (56.6                  | ) —                     | (58.5     |
| Reported balance at December 31, 2015                 | \$632.1                | \$317.4                  | \$—                     | \$949.5   |

The components of amortized intangible assets follow:

| (in millions)     | December 31, 2015     |                          | December 31, 2014     |                          |
|-------------------|-----------------------|--------------------------|-----------------------|--------------------------|
|                   | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Contract based    | \$10.0                | \$(1.2                   | ) \$10.7              | \$(1.2                   |
| Technology based  | 79.6                  | (47.5                    | ) 81.0                | (43.9                    |
| Marketing related | 12.7                  | (7.8                     | ) 16.3                | (9.1                     |
| Customer based    | 180.4                 | (76.4                    | ) 188.4               | (73.6                    |
| Reported balance  | \$282.7               | \$(132.9                 | ) \$296.4             | \$(127.8                 |

Amortization expense for intangible assets during 2015, 2014, and 2013 was \$14.3 million, \$15.4 million, and \$15.5 million, respectively. Estimated annual amortization expense is \$14.5 million for 2016, \$14.4 million for 2017 and 2018, \$14.2 million for 2019, and \$12.8 million for 2020.

The Company recorded an impairment at September 30, 2014 to adjust the Pressure Sensitive Materials net assets to fair value less costs to sell. The Company completed its annual impairment tests in the fourth quarter of 2015 with no other indications of impairment of goodwill found. The Company does not have any accumulated impairment losses.

#### Note 10 — PENSION PLANS

Total defined benefit, defined contribution, and multiemployer plan pension expense in 2015, 2014, and 2013 was \$41.2 million, \$37.2 million, and \$53.2 million, respectively.

The Company sponsors a 401(k) savings plan (a defined contribution plan) for substantially all U.S. employees. Through December 31, 2013, the Company contributed \$0.50 for every pre-tax \$1.00 an employee contributed on the first two percent of eligible compensation plus \$0.25 for every pre-tax \$1.00 an employee contributed on the next six percent of eligible compensation for the plans that include a company match. Effective January 1, 2014 the Company contributes \$0.50 for every pre-tax \$1.00 an employee contributes on the first four percent of eligible compensation plus \$0.25 for every pre-tax \$1.00 an employee contributes on the next four percent of eligible compensation for the plans that include a company match. The Company contributions are invested in Company stock and are fully vested after three years of service. Total Company contributions for 2015, 2014, and 2013 were \$10.2 million, \$10.6 million, and \$9.0 million, respectively.

Effective January 1, 2006, the Company's U.S. defined benefit pension plans were amended for approximately two-thirds of the participant population, and effective January 1, 2014, two of the Company's three U.S. defined benefit plans were frozen. Further benefit accruals for all persons entitled to benefits under these two plans were frozen as of December 31, 2013. For those employees impacted, future pension benefits were replaced with the Bemis Investment Profit Sharing Plan (BIPSP), a defined contribution plan which is subject to achievement of certain financial performance goals of the Company. Total contribution expense for BIPSP and other defined contribution plans (including a multiemployer defined contribution plan) was \$20.0 million in 2015, \$16.5 million in 2014, and \$18.9 million in 2013. As of December 31 2015, a defined benefit multiemployer plan covered employees at one manufacturing location and provided for contributions to a union administered defined benefit pension plan. Amounts contributed to the multiemployer plans in 2015, 2014, and 2013 totaled \$0.1 million, \$0.7 million, and \$1.0 million, respectively (refer to Note 12 - Multiemployer Defined Benefit Pension Plans).

The Company's defined benefit pension plans continue to cover a number of U.S. hourly employees, and the non-U.S. defined benefit plans cover select employees at various international locations. The benefits under the plans are based on years of service and salary levels. Certain plans covering hourly employees provide benefits of stated amounts for each year of service. In 2014, the Society of Actuaries released updated mortality tables and a mortality projection scale for measurement of retirement program obligations in the U.S. The Company adopted these tables in measuring defined benefit plan liabilities in 2014. In 2015, the Society of Actuaries published a new mortality projection scale which was used in conjunction with 2014 mortality tables in measuring defined benefit plan liabilities in 2015. In addition, the Company also sponsors an unfunded supplemental retirement plan to provide senior management with benefits in excess of limits under the federal tax law and increased benefits to reflect a service adjustment factor.

Net periodic pension cost for defined benefit plans included the following components for the years ended December 31, 2015, 2014, and 2013:

| (in millions)                                  | 2015  | 2014    | 2013    |
|--|-------|---------|---------|
| Service cost - benefits earned during the year | \$7.8 | \$7.5   | \$14.0  |
| Interest cost on projected benefit obligation  | 32.6  | 34.0    | 32.5    |
| Expected return on plan assets                 | (50.7 | ) (47.9 | ) (48.1 |



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|  |        |       |        |   |
|--|--------|-------|--------|---|
| Settlement loss                                    | 0.1    | 1.8   | 0.4    |   |
| Curtailement loss (gain)                           | —      | 0.6   | (0.4   | ) |
| Amortization of unrecognized transition obligation | 0.1    | 0.2   | 0.2    |   |
| Amortization of prior service cost                 | 0.9    | 1.4   | 1.8    |   |
| Recognized actuarial net loss                      | 20.1   | 11.8  | 23.9   |   |
| Net periodic pension cost                          | \$10.9 | \$9.4 | \$24.3 |   |

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Changes in benefit obligations and plan assets, and a reconciliation of the funded status at December 31, 2015 and 2014, were as follows:

| (in millions)  | U.S. Pension Plans |            | Non-U.S. Pension Plans |           |
|--|--------------------|------------|------------------------|-----------|
|  | 2015               | 2014       | 2015                   | 2014      |
| <b>Change in Benefit Obligation:</b>                         |                    |            |                        |           |
| Benefit obligation at the beginning of the year              | \$774.6            | \$641.4    | \$65.9                 | \$83.4    |
| Service cost   | 6.1                | 4.9        | 1.7                    | 2.6       |
| Interest cost  | 30.3               | 30.7       | 2.3                    | 3.3       |
| Participant contributions                                    | —                  | —          | 0.2                    | 0.3       |
| Plan amendments  | 1.2                | 0.1        | —                      | —         |
| Plan settlements   | —                  | —          | —                      | (0.7)     |
| Plan curtailments  | —                  | (0.5)      | ) —                    | (0.4)     |
| Benefits paid  | (34.1)             | ) (36.0)   | ) (2.2)                | ) (4.0)   |
| Actuarial (gain) loss  | (27.7)             | ) 134.0    | (5.8)                  | ) 8.4     |
| Divestitures   | —                  | —          | —                      | (21.1)    |
| Foreign currency exchange rate changes                       | —                  | —          | (4.8)                  | ) (5.9)   |
| Benefit obligation at the end of the year                    | \$750.4            | \$774.6    | \$57.3                 | \$65.9    |
| Accumulated benefit obligation at the end of the year        | \$750.4            | \$774.6    | \$51.7                 | \$58.5    |
| <br>   |                    |            |                        |           |
| (in millions)  | U.S. Pension Plans |            | Non-U.S. Pension Plans |           |
|  | 2015               | 2014       | 2015                   | 2014      |
| <b>Change in Plan Assets:</b>                                |                    |            |                        |           |
| Fair value of plan assets at the beginning of the year       | \$685.7            | \$627.2    | \$57.2                 | \$67.2    |
| Actual return on plan assets                                 | (11.6)             | ) 88.6     | 1.5                    | 4.0       |
| Employer contributions                                       | 1.3                | 5.9        | 1.6                    | 4.9       |
| Participant contributions                                    | —                  | —          | 0.2                    | 0.3       |
| Plan settlements   | —                  | —          | —                      | (0.7)     |
| Divestitures   | —                  | —          | —                      | (9.9)     |
| Benefits paid  | (34.1)             | ) (36.0)   | ) (2.2)                | ) (4.0)   |
| Foreign currency exchange rate changes                       | —                  | —          | (4.1)                  | ) (4.6)   |
| Fair value of plan assets at the end of the year             | \$641.3            | \$685.7    | \$54.2                 | \$57.2    |
| Unfunded status at year end:                                 | \$(109.1)          | ) \$(88.9) | ) \$(3.1)              | ) \$(8.7) |
| <br>   |                    |            |                        |           |
| (in millions)  | U.S. Pension Plans |            | Non-U.S. Pension Plans |           |
|  | 2015               | 2014       | 2015                   | 2014      |
| Amount recognized in consolidated balance sheet consists of: |                    |            |                        |           |
| Prepaid benefit cost, non-current                            | \$—                | \$—        | \$1.9                  | \$—       |
| Accrued benefit liability, current                           | (19.2)             | ) (1.6)    | ) (0.4)                | ) (0.2)   |
| Accrued benefit liability, non-current                       | (89.9)             | ) (87.3)   | ) (4.6)                | ) (8.5)   |
| Sub-total  | (109.1)            | ) (88.9)   | ) (3.1)                | ) (8.7)   |
| Deferred tax asset   | 89.7               | 85.1       | 1.3                    | 2.6       |
| Accumulated other comprehensive loss                         | 142.0              | 134.7      | 4.5                    | 8.4       |
| Net amount related to pension plans                          | \$122.6            | \$130.9    | \$2.7                  | \$2.3     |



Accumulated other comprehensive loss related to pension benefit plans is as follows:

| (in millions)                                     | U.S. Pension Plans |         | Non-U.S. Pension Plans |        |
|---|--------------------|---------|------------------------|--------|
|   | 2015               | 2014    | 2015                   | 2014   |
| Unrecognized net actuarial losses                 | \$227.3            | \$215.7 | \$5.4                  | \$10.4 |
| Unrecognized net prior service costs              | 4.4                | 4.1     | 0.1                    | 0.1    |
| Unrecognized net transition costs                 | —                  | —       | 0.3                    | 0.5    |
| Tax benefit                                       | (89.7              | ) (85.1 | ) (1.3                 | ) (2.6 |
| Accumulated other comprehensive loss, end of year | \$142.0            | \$134.7 | \$4.5                  | \$8.4  |

Estimated amounts in accumulated other comprehensive income expected to be reclassified to net period cost during 2016 are as follows:

| (in millions)           | U.S. Pension Plans | Non-U.S. Pension Plans |
|-------------------------|--------------------|------------------------|
| Net actuarial losses    | \$ 14.5            | \$(0.1                 |
| Net prior service costs | 0.8                | —                      |
| Total                   | \$ 15.3            | \$(0.1                 |

The accumulated benefit obligation for all defined benefit pension plans was \$802.1 million and \$833.1 million at December 31, 2015 and 2014, respectively.

Presented below are the projected benefit obligation, accumulated benefit obligation, and fair value of plan assets for pension plans with projected benefit obligations in excess of plan assets and pension plans with accumulated benefit obligations in excess of plan assets as of December 31, 2015 and 2014.

| (in millions)                  | Projected Benefit Obligation            |         |                |        | Accumulated Benefit Obligation          |         |                |        |
|--------------------------------|---|---------|----------------|--------|---|---------|----------------|--------|
|                                | Exceeds the Fair Value of Plan's Assets |         |                |        | Exceeds the Fair Value of Plan's Assets |         |                |        |
|                                | U.S. Plans                              |         | Non-U.S. Plans |        | U.S. Plans                              |         | Non-U.S. Plans |        |
|                                | 2015                                    | 2014    | 2015           | 2014   | 2015                                    | 2014    | 2015           | 2014   |
| Projected benefit obligation   | \$750.4                                 | \$774.6 | \$17.2         | \$65.9 | \$750.4                                 | \$774.6 | \$11.7         | \$13.7 |
| Accumulated benefit obligation | 750.4                                   | 774.6   | 14.1           | 58.5   | 750.4                                   | 774.6   | 10.4           | 11.9   |
| Fair value of plan assets      | 641.3                                   | 685.7   | 12.2           | 57.2   | 641.3                                   | 685.7   | 7.5            | 8.2    |

The Company's general funding policy is to make contributions as required by applicable regulations and when beneficial to the Company for tax purposes. The employer contributions for the years ended December 31, 2015 and 2014, were \$2.9 million and \$10.8 million, respectively. Total expected cash contributions for 2016 are \$20.6 million which are expected to satisfy plan and regulatory funding requirements.

For the years ended December 31, 2015 and 2014, the U.S. pension plans represented approximately 92 percent and 92 percent, respectively, of the Company's total plan assets and approximately 93 percent and 92 percent, respectively, of the Company's total projected benefit obligation. Considering the significance of the U.S. pension plans in comparison with the Company's total pension plans, the critical pension assumptions related to the U.S. pension plans and the non-U.S. pension plans are separately presented and discussed below.



The Company's actuarial valuation date is December 31. The weighted-average discount rates and rates of increase in future compensation levels used in determining the actuarial present value of the projected benefit obligation for the years ended December 31 are as follows:

|  | U.S. Pension Plans |        | Non-U.S. Pension Plans |        |   |
|--|--------------------|--------|------------------------|--------|---|
|  | 2015               | 2014   | 2015                   | 2014   |   |
| Weighted-average discount rate                 | 4.25               | % 4.00 | % 3.96                 | % 3.67 | % |
| Rate of increase in future compensation levels | —                  | —      | 3.71                   | % 3.66 | % |

The weighted-average discount rates, expected returns on plan assets, and rates of increase in future compensation levels used to determine the net benefit cost for the years ended December 31 are as follows:

|  | U.S. Pension Plans |        |        | Non-U.S. Pension Plans |        |        |   |
|--|--------------------|--------|--------|------------------------|--------|--------|---|
|  | 2015               | 2014   | 2013   | 2015                   | 2014   | 2013   |   |
| Weighted-average discount rate                 | 4.00               | % 4.89 | % 4.13 | % 3.67                 | % 4.25 | % 3.89 | % |
| Expected return on plan assets                 | 7.50               | % 7.50 | % 8.00 | % 6.00                 | % 5.78 | % 6.01 | % |
| Rate of increase in future compensation levels | —                  | —      | 3.75   | % 3.66                 | % 3.93 | % 3.79 | % |

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

| (in millions)   | U.S. Pension Plans | Non-U.S. Pension Plans |
|-----------------|--------------------|------------------------|
| 2016            | \$53.6             | \$5.4                  |
| 2017            | 37.1               | 1.5                    |
| 2018            | 38.4               | 1.4                    |
| 2019            | 41.4               | 1.7                    |
| 2020            | 41.7               | 1.5                    |
| Years 2021-2025 | 220.5              | 11.7                   |

The Pension Investment Committee appointed by the Company's Board of Directors is responsible for overseeing the investments of the pension plans. The overall investment strategy is to achieve a long-term rate of return that maintains an adequate funded ratio and minimizes the need for future contributions through diversification of asset types, investment strategies, and investment managers. A target asset allocation policy is used to balance investments in equity securities with investments in fixed income securities. Beginning in 2013, the Company adopted a liability responsive asset allocation policy that becomes more conservative as the funded status of the plans improve. The majority of pension plan assets relate to U.S. plans and the target allocation is currently to invest approximately 65 percent in long credit fixed income securities and approximately 35 percent in return seeking funds. Equity securities primarily include investments in diversified portfolios of domestic large cap and small cap companies. Fixed income securities include diversified investments across a broad spectrum of primarily investment-grade debt securities. To develop the expected long-term rate of return on assets assumption, the Company considered historical returns and future expectations. Using the Company's 2016 target asset allocation based on a liability responsive asset allocation, the Company's outside actuaries have used their independent economic model to calculate a range of expected long-term rates of return and, based on their results, the Company has determined these assumptions to be reasonable.



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The pension plan assets measured at fair value at December 31, 2015 and 2014 follow:

| (in millions)                       | 2015   |   |  | 2014   |   |  |
|-------------------------------------|--|---|--|--|---|--|
|                                     | U.S. Pension Plans   |   |  | Non-U.S. Pension Plans   |   |  |
|                                     | Quoted Price<br>In Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Quoted Price<br>In Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Cash and cash equivalents           | \$18.8   | \$8.8   | \$—  | \$—  | \$—   | \$—  |
| Corporate debt securities           | —  | 235.5   | —  | —  | —   | —  |
| U.S. government debt securities     | 2.5  | —   | —  | —  | —   | —  |
| State and municipal debt securities | —  | 42.0  | —  | —  | —   | —  |
| Corporate common stock              | 151.9  | 16.2  | —  | —  | —   | —  |
| Registered investment company funds | 10.6   | 144.9   | —  | 44.9   | —   | —  |
| Common trust funds                  | —  | 10.1  | —  | —  | 4.0   | —  |
| General insurance account           | —  | —   | —  | —  | —   | 5.3  |
| Balance at December 31, 2015        | \$183.8  | \$457.5   | \$—  | \$44.9   | \$4.0   | \$5.3  |
| Cash and cash equivalents           | \$12.8   | \$6.7   | \$—  | \$—  | \$—   | \$—  |
| Corporate debt securities           | —  | 243.6   | —  | —  | —   | —  |
| U.S. government debt securities     | 1.1  | —   | —  | —  | —   | —  |
| State and municipal debt securities | —  | 48.6  | —  | —  | —   | —  |
| Corporate common stock              | 144.7  | 15.6  | —  | —  | —   | —  |
| Registered investment company funds | 11.1   | 151.1   | —  | 46.7   | —   | —  |
| Common trust funds                  | —  | 50.4  | —  | —  | 5.0   | —  |
| General insurance account           | —  | —   | —  | —  | —   | 5.5  |
| Balance at December 31, 2014        | \$169.7  | \$516.0   | \$—  | \$46.7   | \$5.0   | \$5.5  |



Cash and cash equivalents. This category consists of direct cash holdings and institutional short-term investment vehicles. Direct cash holdings are valued based on cost, which approximates fair value and are classified as Level 1. Institutional short-term investment vehicles are valued daily and are classified as Level 2.

Corporate, U.S. government, state, and municipal debt securities. These securities are valued using market inputs including benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers and reference data including market research publications. Inputs may be prioritized differently at certain times based on market conditions.

Corporate common stock. This category includes common and preferred stocks and index mutual funds that track U.S. and foreign indices. Fair values for the common and preferred stocks are based on quoted prices in active markets and were therefore classified within Level 1 of the fair value hierarchy. The mutual funds were valued at the unit prices established by the funds' sponsors based on the fair value of the assets underlying the funds. Since the units of the funds are not actively traded, the fair value measurements have been classified within Level 2 of the fair value hierarchy.

Registered investment company funds. This category includes mutual funds that are actively traded on public exchanges. The funds are invested in equity and debt securities that are actively traded on public exchanges.

Common trust funds. Common trust funds consist of shares in commingled funds that are not publicly traded. The funds are invested in equity and debt securities that are actively traded on public exchanges.

General insurance account. The general insurance account is primarily comprised of insurance contracts that guarantee a minimum return.

The reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) for the years ended December 31, 2015 and 2014 follows:

| (in millions)                                  | General<br>Insurance<br>Account |   |
|--|---------------------------------|---|
| Fair value of plan assets at December 31, 2013 | \$17.6                          |   |
| Actual return on plan assets                   | (0.8                            | ) |
| Purchases, sales and settlements, net          | (0.2                            | ) |
| Divestiture                                    | (9.9                            | ) |
| Foreign currency exchange rate changes         | (1.2                            | ) |
| Fair value of plan assets at December 31, 2014 | 5.5                             |   |
| Actual return on plan assets                   | 0.3                             |   |
| Purchases, sales and settlements, net          | —                               |   |
| Foreign currency exchange rate changes         | (0.5                            | ) |
| Fair value of plan assets at December 31, 2015 | \$5.3                           |   |

#### Note 11 — POSTRETIREMENT BENEFITS OTHER THAN PENSIONS

The Company sponsors several defined postretirement benefit plans that cover a majority of salaried and a portion of nonunion hourly employees. These plans provide healthcare benefits and, in some instances, provide life insurance benefits. Postretirement health care plans are contributory, with retiree contributions adjusted annually. Further benefit accruals for all persons entitled to benefits under these plans were frozen as of March 31, 2014. The Company recorded a plan curtailment gain of \$3.0 million related to the amendments in 2014. Life insurance plans are noncontributory.

Net periodic postretirement benefit costs included the following components for the years ended December 31, 2015, 2014, and 2013:

| (in millions)  | 2015 | 2014   | 2013  |        |
|--|------|--------|-------|--------|
| Service cost - benefits earned during the year                 | \$—  | \$0.1  | \$0.3 |        |
| Interest cost on accumulated postretirement benefit obligation | 0.3  | 0.3    | 0.4   |        |
| Amortization of prior service credit                           | —    | (0.2   | )     | (0.6   |
| Recognized actuarial net gain                                  | (0.3 | )      | (0.3  | )      |
| Curtailment gain   | —    | (3.6   | )     | —      |
| Net periodic postretirement benefit income                     | \$—  | \$(3.7 | )     | \$(0.2 |

Changes in benefit obligation and plan assets, and a reconciliation of the funded status at December 31, 2015 and 2014, are as follows:

| (in millions)  | 2015   | 2014     |   |
|--|--------|----------|---|
| Change in Benefit Obligation                           |        |          |   |
| Benefit obligation at the beginning of the year        | \$7.1  | \$7.9    |   |
| Service cost   | —      | 0.1      |   |
| Interest cost  | 0.3    | 0.3      |   |
| Participant contributions                              | 0.8    | 0.7      |   |
| Plan curtailment gain                                  | —      | (1.4     | ) |
| Actuarial (gain) loss                                  | (1.0   | ) 0.7    |   |
| Benefits paid  | (1.5   | ) (1.2   | ) |
| Benefit obligation at the end of the year              | \$5.7  | \$7.1    |   |
| Change in Plan Assets                                  |        |          |   |
| Fair value of plan assets at the beginning of the year | \$—    | \$—      |   |
| Participant contributions                              | 0.8    | 0.7      |   |
| Employer contributions                                 | 0.7    | 0.5      |   |
| Benefits paid  | (1.5   | ) (1.2   | ) |
| Fair value of plan assets at the end of the year       | \$—    | \$—      |   |
| Unfunded status at year end:                           | \$(5.7 | ) \$(7.1 | ) |

| (in millions)  | 2015    | 2014      |   |
|--|---------|-----------|---|
| Amount recognized in consolidated balance sheet consists of: |         |           |   |
| Accrued benefit liability, current                           | \$(0.4  | ) \$(0.5  | ) |
| Accrued benefit liability, non-current                       | (5.3    | ) (6.6    | ) |
| Sub-total  | (5.7    | ) (7.1    | ) |
| Deferred tax liability                                       | (2.0    | ) (1.7    | ) |
| Accumulated other comprehensive income                       | (3.1    | ) (2.7    | ) |
| Net amount related to postretirement benefit plans           | \$(10.8 | ) \$(11.5 | ) |

Accumulated other comprehensive income related to other postretirement benefit plans is as follows:

| (in millions)                                       | 2015   | 2014     |   |
|---|--------|----------|---|
| Unrecognized net actuarial gains                    | \$(5.1 | ) \$(4.4 | ) |
| Tax expense   | 2.0    | 1.7      |   |
| Accumulated other comprehensive income, end of year | \$(3.1 | ) \$(2.7 | ) |

Estimated amounts in accumulated other comprehensive income expected to be reclassified to net period cost during 2016 are as follows:

| (in millions)       |       |
|---------------------|-------|
| Net actuarial gains | \$0.4 |

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

| (in millions)     | Benefit Payments |
|-------------------|------------------|
| 2016              | \$0.5            |
| 2017              | 0.5              |
| 2018              | 0.5              |
| 2019              | 0.4              |
| 2020              | 0.4              |
| Years 2021 - 2025 | 2.3              |

The employer contributions for the years ended December 31, 2015 and 2014 were \$0.7 million and \$0.5 million, respectively. The expected contribution for 2016 is \$0.5 million which is expected to satisfy plan funding requirements.

The health care cost trend rate assumption affects the amounts reported. For measurement purposes, the assumed annual rate of increase in the per capita cost of covered health care benefits was 7.5 percent for 2015 and 7.5 percent for 2014; each year's estimated rate was assumed to decrease 0.25 percent annually to 5.0 percent and remain at that level thereafter. A one-percentage point change in assumed health care trends would have a nominal effect on both the total of service and interest cost components for 2015 and the post retirement benefit obligations at December 31, 2015.

The Company's actuarial valuation date is December 31. The weighted-average discount rates used to determine the actuarial present value of the net postretirement projected benefit obligation for the years ended December 31, 2015 and 2014 were 4.25 percent and 4.00 percent, respectively. The weighted-average discount rates used to determine the net postretirement benefit cost was 4.00 percent, 4.62 percent, and 4.00 percent for the years ended December 31, 2015, 2014, and 2013, respectively.

#### Note 12 — MULTIEMPLOYER DEFINED BENEFIT PENSION PLANS

As of December 31, 2015, the Company contributes to one multiemployer defined benefit pension plan under the terms contained in a collective bargaining agreement. The risks of participating in multiemployer plans are different from single-employer plans in the following aspects:

- a. Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- b. If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- c. If the Company chooses to stop participating in a multiemployer plan, the Company may be required to pay that plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

In 2014, the Company settled and paid a withdrawal liability for the withdrawal from the Central States Southeast and Southwest Areas Pension Fund as part of a Pressure Sensitive Materials plant closure (refer to Note 6 - Divestiture). The Company recorded charges related to the withdrawal from the GCIU - Employer Retirement Fund as part of its facility consolidation activities in the years ended December 31, 2013, 2012, and 2011. In December 2013, the Company settled with the GCIU and paid the withdrawal liability in full.

The Company's participation in these plans for the annual periods ended December 31, 2015, 2014, and 2013 is outlined in the table below.

| Multiemployer Pension Fund                                   | EIN/Pension Plan Number | Pension Protection Act Zone Status |      |     | FIP/RP Status Implemented | Company Contributions (in millions) |       |      | Surcharge Imposed | Expiration Date of Bargaining Agreement |
|--|-------------------------|------------------------------------|------|-----|---------------------------|-------------------------------------|-------|------|-------------------|---|
|  |                         | 2015                               | 2014 |     |                           | 2015                                | 2014  | 2013 |                   |   |
| Central States Southeast and Southwest Areas Pension Fund    | 36-6044243/001          | N/A                                | Red  | N/A | \$—                       | \$0.6                               | \$0.9 | N/A  | Withdrawn (a)     |   |
| Warehouse Employees Local 169 & Employers Joint Pension Fund | 23-6230368/001          | Red                                | Red  | Yes | 0.1                       | 0.1                                 | 0.1   | Yes  | 5/31/2017         |   |
| GCIU — Employer Retirement Fund                              | 91-6024903/001          | N/A                                | N/A  | N/A | —                         | —                                   | —     | N/A  | Withdrawn (b)     |   |
|  |                         |                                    |      |     | \$0.1                     | \$0.7                               | \$1.0 |      |                   |   |

(a) The Company was required to make contributions to the Central States Southeast and Southwest Areas Pension Fund for its Pressure Sensitive Material's Stow, OH facility, which was closed during 2014.

(b) The Company was party to two collective-bargaining agreements that required contributions to GCIU - Employer Retirement Fund. The Company's Newark, CA facility closed during 2012. The Company's Minneapolis, MN facility closed during 2013.

The "EIN Number" column provides the Employer Identification Number (EIN). The most recent Pension Protection Act (PPA) zone status available in 2015 and 2014 is for the plan's year-end at December 31, 2014 and December 31, 2013, respectively. The zone status is based on information that the Company received from the plan and is certified by the plan's actuary. Among other factors, plans in the red zone are generally less than 65 percent funded, plans in the yellow zone are less than 80 percent funded, and plans in the green zone are at least 80 percent funded. The "FIP/RP Status Implemented" column indicates plans for which a Financial Improvement Plan (FIP) or a Rehabilitation Plan (RP) has been implemented.

#### Note 13 — STOCK INCENTIVE PLANS

In 2014, the Company adopted the 2014 Stock Incentive Plan, which replaced the 2007 Stock Incentive Plan. The 2014 Stock Incentive Plan provides for the issuance of up to 3,282,170 shares of common stock to certain employees and other service providers. The number of shares available under the 2014 Stock Incentive Plan represented the number of shares that were remaining available for issuance under the 2007 Stock Incentive Plan when the new plan was adopted as no further awards would be made under the prior plan. As of December 31, 2015, 3,078,025 shares were available for future grants under the 2014 Stock Incentive Plan. Shares subject to awards that are forfeited by an employee under the 2014 Stock Incentive Plan or the 2007 Stock Incentive Plan become available for future grants

under the 2014 Stock Incentive Plan. Distribution of stock awards is made in the form of shares of the Company's common stock on a one for one basis. Distribution of the shares will normally be made not less than three years, nor more than six years, from the date of the stock award grant to an employee. Stock awards for directors vest immediately. All other stock awards granted under the plans are subject to restrictions as to continuous employment, except in the case of death, permanent disability, retirement or change in control.

Total compensation expense related to stock incentive plans was \$18.4 million in 2015, \$14.0 million in 2014, and \$15.9 million in 2013. As of December 31, 2015, the unrecorded compensation cost for stock awards was \$17.2 million and will be recognized over the remaining vesting period for each grant which ranges between 2016 and 2017. The remaining weighted-average life of all stock awards outstanding as of December 31, 2015 was 0.67 years. These awards are considered equity-based awards and are therefore classified as a component of additional paid-in capital.

In addition, cash payments are made during the vesting period on the outstanding stock awards granted prior to January 1, 2010, equal to the dividend on the Company's common stock. Cash payments equal to dividends on awards made on or after January 1, 2010, will be distributed at the same time as the shares of common stock to which they relate.

#### Time-Based Stock Awards

The cost of time-based stock awards is based on the fair market value of the Company's common stock on the date of grant and is charged to income on a straight-line basis over the requisite service period. The per share fair value of time-based stock awards granted during the years ended December 31, 2015, 2014 and 2013 was \$45.18, \$40.65, and \$33.75, respectively.

#### Performance-Based Stock Awards

Certain officers and key employees are also eligible to receive performance-based stock awards. Grantees of performance-based awards will be eligible to receive shares of the Company's common stock depending upon the Company's total shareholder return, assuming reinvestment of all dividends, relative to the performance of the Company's comparator group over a three-year period. The per share fair value of performance-based awards granted during the years ended December 31, 2015, 2014 and 2013 was \$53.14, \$46.42, and \$36.98, respectively, which the Company determined using a Monte Carlo simulation and the following assumptions:

|   | 2015 | 2014   | 2013   |   |
|---|------|--------|--------|---|
| Average risk-free interest rate           | 1.07 | % 0.76 | % 0.37 | % |
| Expected volatility (Bemis Company, Inc.) | 15.1 | % 19.7 | % 21.9 | % |

The average risk-free interest rate is based on the three-year U.S. treasury security rate in effect as of the grant date. The expected volatilities were determined using daily historical volatility for the most recent three-year period as of the grant date. In 2016, there was a 93.7 percent payout of 2013 awards, and the balance was canceled. In 2015, there was a 59.5 percent payout of 2012 awards, and the balance was canceled. In 2014, there was no payout of 2011 awards and they all were canceled.

The following table summarizes stock awards unit activity for the year ended December 31, 2015:

|  | Time-Based<br>Weighted-average<br>grant date<br>share value | Stock<br>Awards (in<br>thousands) | Performance-Based<br>Weighted-average<br>grant date<br>share value | Stock<br>Awards (in<br>thousands) |
|--|---|-----------------------------------|--|-----------------------------------|
| Outstanding units granted at the beginning of the year | \$33.13   | 1,526                             | \$40.11  | 372                               |
| Units granted  | 45.18   | 309                               | 53.14  | 92                                |
| Units paid (in shares)                                 | 33.55   | (304 )                            | 34.99  | (60 )                             |
| Units canceled   | 35.16   | (106 )                            | 39.94  | (71 )                             |
| Outstanding units granted at the end of the year       | 35.55   | 1,425                             | 44.68  | 333                               |





## Note 14 — LONG-TERM DEBT

Debt consisted of the following at December 31,

| (dollars in millions)                         | 2015      | 2014      |
|---|-----------|-----------|
| Commercial paper payable through 2015         | \$329.5   | \$317.3   |
| 6.8% notes payable in 2019                    | 400.0     | 400.0     |
| 4.5% notes payable in 2021                    | 400.0     | 400.0     |
| Notes payable in 2022                         | 200.0     | 200.0     |
| Other debt, including debt from subsidiaries  | 30.5      | —         |
| Interest rate swap of 2021 notes (See Note 8) | 5.2       | 1.0       |
| Unamortized discounts and debt issuance costs | (5.5      | ) (6.7    |
|   | )         | )         |
| Total debt                                    | 1,359.7   | 1,311.6   |
| Less current portion                          | 5.8       | —         |
| Total long-term debt                          | \$1,353.9 | \$1,311.6 |

Commercial paper has been classified as long-term debt to the extent of available long-term backup credit agreements, in accordance with the Company's intent and ability to refinance such obligations on a long-term basis. The weighted-average interest rate of commercial paper outstanding at December 31, 2015, was 0.8 percent. The maximum amount of commercial paper outstanding during 2015 was \$400.3 million, and the average outstanding during 2015 was \$330.3 million. The weighted-average interest rate during 2015 was 0.5 percent.

As of December 31, 2015, the Company had available from its banks a \$1.1 billion revolving credit facility. This credit facility is used principally as back-up for the Company's commercial paper program and expires on August 12, 2018. The revolving credit facility is supported by a group of major U.S. and international banks. Covenants imposed by the revolving credit facility include limits on the sale of businesses, minimum net worth calculations, and a maximum ratio of debt to total capitalization. The revolving credit agreement includes a combined \$100 million multicurrency limit to support the financing needs of the Company's international subsidiaries.

Public notes totaling \$400 million matured in August 2014. On July 15, 2014, the Company further amended its revolving credit facility to provide for a \$200 million term loan. This term loan has an eight-year term and a variable rate based on the one-month London Interbank Offered Rate (LIBOR) plus a fixed spread. The Company used this term loan combined with commercial paper borrowings to refinance the \$400 million public notes which matured in August 2014.

The scheduled maturities of the Company's long-term debt obligations for the next five years as of December 31, 2015, are as follows:

| Year | Dollars (in millions) |
|------|-----------------------|
| 2016 | 329.5                 |
| 2017 | 20.0                  |
| 2018 | 4.8                   |
| 2019 | 402.0                 |
| 2020 | —                     |

Commercial paper has been classified as long-term liabilities in accordance with the Company's ability and intent to refinance such obligations on a long-term basis. The Company was in compliance with all debt covenants throughout 2015.



## Note 15 — LEASES

The Company has leases for manufacturing plants, land, warehouses, machinery and equipment, and administrative offices that generally expire at various times over the next 15 years. Under most leasing arrangements, the Company pays the property taxes, insurance, maintenance, and other expenses related to the leased property. Total rental expense under operating leases was approximately \$13.9 million in 2015, \$13.3 million in 2014, and \$14.3 million in 2013.

Minimum future obligations on leases in effect at December 31, 2015 were:

| (in millions)             | Operating<br>Leases |
|---------------------------|---------------------|
| 2016                      | \$8.6               |
| 2017                      | 7.7                 |
| 2018                      | 6.9                 |
| 2019                      | 5.3                 |
| 2020                      | 4.1                 |
| Thereafter                | 28.3                |
| Total minimum obligations | \$60.9              |

## Note 16 — INCOME TAXES

| (in millions)   | 2015    | 2014    | 2013    |
|---|---------|---------|---------|
| U.S. income before income taxes                       | \$260.1 | \$255.3 | \$201.1 |
| Non-U.S. income before income taxes                   | 103.8   | 108.4   | 88.6    |
| Income from continuing operations before income taxes | \$363.9 | \$363.7 | \$289.7 |

Income tax expense consists of the following components:

|                                      |         |         |        |
|--------------------------------------|---------|---------|--------|
| Current tax expense:                 |         |         |        |
| U.S. federal                         | \$71.8  | \$82.6  | \$59.7 |
| Foreign                              | 28.0    | 31.2    | 30.9   |
| State and local                      | 8.0     | 11.3    | 5.9    |
| Total current tax expense            | 107.8   | 125.1   | 96.5   |
| Deferred tax expense (benefit):      |         |         |        |
| U.S. federal                         | 11.5    | 1.0     | 13.9   |
| Foreign                              | 2.1     | (0.7)   | (14.8) |
| State and local                      | 0.6     | (0.8)   | 1.6    |
| Total deferred tax expense (benefit) | 14.2    | (0.5)   | 0.7    |
| Total income tax expense             | \$122.0 | \$124.6 | \$97.2 |



The tax effects of temporary differences that give rise to the deferred tax assets and deferred tax liabilities are presented below.

| (in millions)  | 2015    | 2014    |
|--|---------|---------|
| Deferred Tax Assets:   |         |         |
| Trade receivables, principally due to allowances for returns and doubtful accounts | \$4.4   | \$5.5   |
| Inventories, principally due to additional costs inventoried for tax purposes      | 19.8    | 24.1    |
| Employee compensation and benefits accrued for financial reporting purposes        | 92.1    | 88.1    |
| Foreign net operating losses   | 21.7    | 22.8    |
| Foreign tax credits  | 24.1    | 25.0    |
| Other  | 12.0    | 13.4    |
| Total deferred tax assets  | 174.1   | 178.9   |
| Less valuation allowance   | (42.0   | ) (47.9 |
| Total deferred tax assets, after valuation allowance                               | \$132.1 | \$131.0 |

| (in millions)   | 2015    | 2014    |
|---|---------|---------|
| Deferred Tax Liabilities:   |         |         |
| Plant and equipment, principally due to differences in depreciation, capitalized interest, and capitalized overhead | \$123.1 | \$116.9 |
| Goodwill and intangible assets, principally due to differences in amortization                                      | 177.6   | 172.1   |
| Total deferred tax liabilities  | 300.7   | 289.0   |
| Deferred tax liabilities, net   | \$168.6 | \$158.0 |

The net deferred tax liabilities are reflected in the balance sheet as follows:

| (in millions)  | 2015    | 2014    |
|--|---------|---------|
| Deferred tax assets (included in prepaid expense and other current assets) | \$—     | \$61.0  |
| Deferred charges and other assets  | 3.8     | 4.4     |
| Deferred tax liabilities   | 172.4   | 223.4   |
| Net deferred tax liabilities   | \$168.6 | \$158.0 |

In 2015, the Company early adopted guidance that requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet. As a result, each jurisdiction will now only have one net noncurrent deferred tax asset or liability. The guidance does not change the existing requirement that only permits offsetting within a jurisdiction. The guidance will be applied prospectively. See Note 3 for additional information.



The Company's effective tax rate differs from the federal statutory rate due to the following items:

| (dollars in millions)  | 2015    |                        | 2014      |                        | 2013      |                        |   |
|--|---------|------------------------|-----------|------------------------|-----------|------------------------|---|
|  | Amount  | % of Income Before Tax | Amount    | % of Income Before Tax | Amount    | % of Income Before Tax |   |
| Computed "expected" tax expense on income before taxes at federal statutory rate | \$127.4 | 35.0                   | % \$127.3 | 35.0                   | % \$101.4 | 35.0                   | % |
| Increase (decrease) in taxes resulting from:                                     |         |                        |           |                        |           |                        |   |
| State and local income taxes net of federal income tax benefit                   | 5.6     | 1.5                    | 6.8       | 1.9                    | 4.9       | 1.7                    |   |
| Foreign tax rate differential  | (7.5 )  | (2.1 )                 | (7.4 )    | (2.0 )                 | (4.2 )    | (1.4 )                 |   |
| Manufacturing tax benefits   | (6.7 )  | (1.8 )                 | (7.5 )    | (2.1 )                 | (5.8 )    | (2.0 )                 |   |
| Other  | 3.2     | 0.9                    | 5.4       | 1.5                    | 0.9       | 0.3                    |   |
| Actual income tax expense  | \$122.0 | 33.5                   | % \$124.6 | 34.3                   | % \$97.2  | 33.6                   | % |

In 2014 various foreign subsidiaries paid \$170.0 million of dividends to the U.S. parent. These dividends, in addition to the divestiture of the Pressure Sensitive Materials business, resulted in an increase in the foreign tax credit carryover of \$7.1 million. The Company placed a full valuation allowance against these credits.

In 2013 a Brazilian subsidiary paid \$21.3 million of dividends out of current earnings to the U.S. parent. This resulted in \$8.9 million of additional tax and an increase in the foreign tax credit of \$8.0 million. The Company placed a full valuation allowance against these credits. The net increase in tax due to the dividends was largely offset by the release of various foreign valuation allowances and foreign deferred tax liabilities.

As of December 31, 2015, the Company had foreign net operating loss carryovers of approximately \$69.9 million that are available to offset future taxable income. Approximately \$28.1 million of the carryover expires over the period 2017-2033. The remaining balance has no expiration. In addition, the Company had \$24.1 million of foreign tax credit carryover that is available to offset future tax. This carryover expires over the period 2018-2024.

Current authoritative guidance issued by the Financial Accounting Standards Board ("FASB") requires that a valuation allowance be established when it is more likely than not that all or a portion of deferred tax assets will not be realized. The Company has, and continues to generate, both net operating losses and deferred tax assets in certain jurisdictions for which a valuation allowance is required. The Company's management determined that a valuation allowance of \$42.0 million and \$47.9 million against deferred tax assets primarily associated with the foreign net operating loss carryover and the foreign tax credit carryover was necessary at December 31, 2015 and 2014, respectively.

Provision has not been made for U.S. or additional foreign taxes on \$257.6 million of undistributed earnings of foreign subsidiaries because those earnings are considered to be indefinitely reinvested in the operations of those subsidiaries. It is not practical to estimate the amount of tax that might be payable on the eventual remittance of such earnings.

The Company had total unrecognized tax benefits of \$30.7 million and \$24.1 million for the years ended December 31, 2015 and 2014, respectively. The approximate amount of unrecognized tax benefits that would impact the effective income tax rate if recognized in any future periods was \$30.7 million and \$24.1 million for the years ended December 31, 2015 and 2014, respectively.





A reconciliation of the beginning and ending amount of unrecognized tax benefits, in millions, is as follows:

|  | 2015   | 2014   |
|--|--------|--------|
| Balance at beginning of year                                 | \$24.1 | \$21.4 |
| Additions based on tax positions related to the current year | 2.6    | 2.3    |
| Additions for tax positions of prior years                   | 11.5   | 3.2    |
| Reductions for tax positions of prior years                  | (1.6   | ) (0.6 |
| Reductions due to a lapse of the statute of limitations      | (4.7   | ) (1.7 |
| Settlements  | (1.2   | ) (0.5 |
| Balance at end of year                                       | \$30.7 | \$24.1 |

The Company recognizes interest and penalties related to unrecognized tax benefits as components of income tax expense. The Company recognized \$1.5 million of net tax benefit, \$0.4 million of net tax benefit, and \$1.0 million of net tax benefit related to interest and penalties during the years ended December 31, 2015, 2014, and 2013, respectively. The Company had approximately \$11.8 million and \$6.1 million accrued for interest and penalties, net of tax benefits, at December 31, 2015 and 2014, respectively.

As a result of acquisitions, the Company recorded \$6.8 million of unrecognized tax benefits and \$7.2 million of interest and penalties related to pre-acquisition tax positions. A corresponding asset related to the indemnity provisions has also been recorded for these amounts.

During the next 12 months it is reasonably possible that a reduction of gross unrecognized tax benefits will occur in an amount of up to \$7.0 million, exclusive of currency movements, as a result of the resolution of positions taken on previously filed returns.

The Company and its subsidiaries are subject to U.S. federal and state income tax as well as income tax in multiple international jurisdictions. The Company's U.S. federal income tax returns prior to 2012 have been audited and settled. With few exceptions, the Company is no longer subject to examinations by tax authorities for years prior to 2010 in the significant jurisdictions in which it operates.



## Note 17 — ACCUMULATED OTHER COMPREHENSIVE LOSS

On January 1, 2013, the Company adopted changes required by the FASB to the reporting of amounts reclassified out of accumulated other comprehensive loss. These changes require an entity to report the effect of significant reclassifications out of accumulated other comprehensive loss on the respective line items in net income if the amount being reclassified is required to be reclassified in its entirety to net income. For other amounts that are not required to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures that provide additional detail about those amounts. Other than the additional disclosure requirements (see below), the adoption of these changes had no impact on the Consolidated Financial Statements. The components and activity of accumulated other comprehensive loss are as follows:

| (in millions)  | Foreign Currency<br>Translation | Pension And Other<br>Postretirement Liability<br>Adjustment | Accumulated Other<br>Comprehensive Loss |
|--|---------------------------------|---|---|
| December 31, 2013  | \$(8.0)                         | ) \$(90.7   | ) \$(98.7 )                             |
| Other comprehensive loss before reclassifications              | (129.4                          | ) (59.1   | ) (188.5 )                              |
| Amounts reclassified from accumulated other comprehensive loss | (13.9                           | ) 9.4   | (4.5 )                                  |
| Net current period other comprehensive loss                    | (143.3                          | ) (49.7   | ) (193.0 )                              |
| December 31, 2014  | (151.3                          | ) (140.4  | ) (291.7 )                              |
| Other comprehensive loss before reclassifications              | (215.2                          | ) (15.9   | ) (231.1 )                              |
| Amounts reclassified from accumulated other comprehensive loss | —                               | 12.9  | 12.9                                    |
| Net current period other comprehensive loss                    | (215.2                          | ) (3.0  | ) (218.2 )                              |
| December 31, 2015  | \$(366.5                        | ) \$(143.4  | ) \$(509.9 )                            |

The following table summarizes amounts reclassified from accumulated other comprehensive loss:

| (in millions)                          | Twelve Months Ended December 31, |          |
|--|----------------------------------|----------|
|  | 2015                             | 2014     |
| Pension costs                          | 21.2                             | 15.8     |
| Tax benefit                            | (8.3                             | ) (6.5 ) |
| Pension costs, net of tax              | 12.9                             | 9.3      |
| Other postretirement plans             | —                                | (2.2 )   |
| Tax expense                            | —                                | 0.8      |
| Other postretirement plans, net of tax | —                                | (1.4 )   |
| Total                                  | 12.9                             | 7.9      |

Accumulated other comprehensive loss associated with pension and other postretirement liability adjustments are net of tax effects of \$89.0 million and \$85.9 million as of December 31, 2015 and 2014, respectively. Other comprehensive loss before reclassifications of \$7.7 million (\$4.8 million, net of tax) for the year ended December 31, 2014, related to remeasurement of other postretirement plans triggered by curtailment. Refer to Note 10 — Pension Plans for additional detail.



## Note 18 — EARNINGS PER SHARE COMPUTATIONS

The Company considers unvested share-based payment awards that contain nonforfeitable rights to receive dividends or dividend equivalents (whether paid or unpaid) to be participating securities, and thus includes them in the two-class method of computing earnings per share. Participating securities include a portion of the Company's unvested employee stock awards, which receive nonforfeitable cash payments equal to the dividend on the Company's common stock. The calculation of earnings per share for common stock shown below excludes the income attributable to the participating securities from the numerator and excludes the dilutive impact of those awards from the denominator.

| (in millions, except per share amounts)                                       | 2015    | 2014    | 2013    |   |
|---|---------|---------|---------|---|
| <b>Numerator</b>  |         |         |         |   |
| Net income attributable to Bemis Company, Inc.                                | \$239.3 | \$191.1 | \$212.6 |   |
| Income allocated to participating securities                                  | —       | —       | (0.2    | ) |
| Net income available to common shareholders (1)                               | \$239.3 | \$191.1 | \$212.4 |   |
| <b>Denominator</b>  |         |         |         |   |
| Weighted-average common shares outstanding — basic                            | 96.7    | 100.2   | 102.9   |   |
| Dilutive shares   | 1.2     | 1.0     | 1.0     |   |
| Weighted-average common and common equivalent shares outstanding — diluted    | 97.9    | 101.2   | 103.9   |   |
| <b>Per common share income</b>  |         |         |         |   |
| Basic   | \$2.47  | \$1.91  | \$2.06  |   |
| Diluted   | \$2.44  | \$1.89  | \$2.04  |   |
| (1) Basic weighted-average common shares outstanding                          | 96.7    | 100.2   | 102.9   |   |
| Basic weighted-average common shares outstanding and participating securities | 96.7    | 100.2   | 103.0   |   |
| Percentage allocated to common shareholders                                   | 100.0   | % 100.0 | % 99.9  | % |

Certain stock awards outstanding were not included in the computation of diluted earnings per share above because they would not have had a dilutive effect. There were no anti-dilutive stock awards outstanding at December 31, 2015. The excluded stock awards represented an aggregate of 0.3 million shares at December 31, 2014 and 2013.

## Note 19 — COMMITMENTS AND CONTINGENCIES

The Company is involved in a number of lawsuits incidental to its business, including environmental-related litigation and routine litigation arising in the ordinary course of business. Although it is difficult to predict the ultimate outcome of these cases, the Company believes, except as discussed below, that any ultimate liability would not have a material adverse effect on the Company's consolidated financial condition or results of operations.

**Environmental Matters**

The Company is a potentially responsible party ("PRP") pursuant to the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (commonly known as "Superfund") and similar state and foreign laws in proceedings associated with 17 sites around the United States and one in Brazil. These proceedings were instituted by the United States Environmental Protection Agency and certain state and foreign environmental agencies at various times beginning in 1983. Superfund and similar state and foreign laws create liability for investigation and remediation in response to releases of hazardous substances in the environment. Under these statutes, joint and several liability may be imposed on waste generators, site owners and operators, and others regardless of fault. Although

these regulations could require the Company to remove or mitigate the effects on the environment at various sites, perform remediation work at such sites, or pay damages for loss of use and non-use values, the Company expects its liability in these proceedings to be limited to monetary damages. The Company expects its future liability relative to these sites to be insignificant, individually and in the aggregate.

The Company is involved in other environmental-related litigation arising in the ordinary course of business. The Company accrues environmental costs when it is probable that these costs will be incurred and can be reasonably estimated. The Company's reserve for environmental liabilities at December 31, 2015 and 2014 was \$5.6 million and \$6.1 million, respectively. The Company made favorable adjustments of \$0.6 million and \$0.8 million in 2015 and 2014, respectively, based on current estimates of liability. All other costs for environmental remediation matters were immaterial, and were directly expensed to the income statement. There were no third party reimbursements for any of the years presented.

#### Brazil Tax Dispute - Goodwill Amortization

During October 2013, Dixie Toga, Ltda ("Dixie Toga") received an income tax assessment in Brazil for the tax years 2009 through 2011 that relates to the amortization of certain goodwill generated from the acquisition of Dixie Toga. The income tax assessed for those years is approximately \$9.8 million, translated to U.S. dollars at the December 31, 2015 exchange rate. The Company expects that tax examinations for years after 2011 will include similar assessments as the Company continues to claim the tax benefits associated with the goodwill amortization. An ultimate adverse resolution on these assessments, including interest and penalties, could be material to the Company's consolidated results of operations and/or cash flows.

The Company has been advised by its legal and tax advisors that its position with respect to the deductions is allowable under the tax laws of Brazil. The Company is contesting the disallowance and believes it is more likely than not the tax benefit will be sustained in its entirety and consequently has not recorded a liability. The Company intends to litigate the matter if it is not resolved at the administrative appeals levels. The ultimate outcome will not be determined until the Brazilian tax appeal process is complete, which could take several years. At this time, the Company believes that final resolution of the assessment will not have a material impact on the Company's consolidated financial statements.

#### Brazil Investigation

On September 18, 2007, the Secretariat of Economic Law ("SDE"), a governmental agency in Brazil, initiated an investigation into possible anti-competitive practices in the Brazilian flexible packaging industry against a number of Brazilian companies including a Dixie Toga subsidiary. The investigation relates to periods prior to the Company's acquisition of control of Dixie Toga and its subsidiaries. Given the nature of the proceedings, the Company is unable at the present time to predict the outcome of this matter.





## Note 20 — SEGMENTS OF BUSINESS

The Company's business activities are organized around and aggregated into its two principal business segments, U.S. Packaging and Global Packaging, based on their similar economic characteristics, products, production process, types of customers, and distribution methods. Both internal and external reporting conforms to this organizational structure, with no significant differences in accounting policies applied. Minor intersegment sales are generally priced to reflect nominal markups. The Company evaluates the performance of its segments and allocates resources to them based primarily on operating profit, which is defined as profit before general corporate expense, interest expense, other non-operating income, and income taxes.

Sales to the Kraft Heinz Company, and its subsidiaries, accounted for approximately twelve percent of the Company's sales in 2015. The Company primarily sells to Kraft Heinz in the U.S. Packaging segment.

Products produced within the U.S. and Global Packaging business segments service packaging applications for markets such as food, medical devices, personal care, agribusiness, chemicals, pet food, and consumer products.

A summary of the Company's business activities reported by its two business segments follows:

| Business Segments (in millions)                                     | 2015      | 2014      | 2013      |
|---|-----------|-----------|-----------|
| Sales including intersegment sales:                                 |           |           |           |
| U.S. Packaging  | \$2,772.8 | \$2,889.5 | \$3,013.1 |
| Global Packaging  | 1,345.6   | 1,507.6   | 1,518.8   |
| Intersegment sales:   |           |           |           |
| U.S. Packaging  | (25.3 )   | (28.8 )   | (28.5 )   |
| Global Packaging  | (21.7 )   | (24.8 )   | (26.8 )   |
| Total net sales   | \$4,071.4 | \$4,343.5 | \$4,476.6 |
| U.S. Packaging  |           |           |           |
| Operating profit before restructuring and acquisition-related costs | \$391.8   | \$375.8   | \$382.9   |
| Restructuring and acquisition-related costs                         | —         | —         | (45.0 )   |
| Operating profit  | 391.8     | 375.8     | 337.9     |
| Global Packaging  |           |           |           |
| Operating profit before restructuring and acquisition-related costs | 116.5     | 113.3     | 106.8     |
| Restructuring and acquisition-related costs                         | (9.4 )    | —         | (0.4 )    |
| Operating profit  | 107.1     | 113.3     | 106.4     |
| Corporate   |           |           |           |
| General corporate expenses  | (89.3 )   | (81.4 )   | (94.1 )   |
| Operating income  | 409.6     | 407.7     | 350.2     |
| Interest expense  | 51.7      | 60.8      | 68.2      |
| Other non-operating income  | (6.0 )    | (16.8 )   | (7.7 )    |
| Income from continuing operations before income taxes               | \$363.9   | \$363.7   | \$289.7   |



| Business Segments (in millions)             | 2015      | 2014      | 2013      |
|---|-----------|-----------|-----------|
| Total assets (1):                           |           |           |           |
| U.S. Packaging                              | \$1,982.5 | \$1,977.9 | \$2,004.5 |
| Global Packaging                            | 1,291.5   | 1,345.3   | 1,413.3   |
| Corporate assets (2)                        | 215.8     | 287.6     | 376.2     |
| Discontinued operations                     | —         | —         | 311.6     |
| Total                                       | \$3,489.8 | \$3,610.8 | \$4,105.6 |
| Depreciation and amortization:              |           |           |           |
| U.S. Packaging                              | \$97.8    | \$96.3    | \$102.4   |
| Global Packaging                            | 47.7      | 62.1      | 63.6      |
| Corporate                                   | 12.6      | 11.7      | 11.5      |
| Total continuing operations                 | 158.1     | 170.1     | 177.5     |
| Discontinued operations                     | —         | 10.5      | 12.8      |
| Total                                       | \$158.1   | \$180.6   | \$190.3   |
| Additions to property and equipment:        |           |           |           |
| U.S. Packaging                              | \$127.5   | \$105.5   | \$80.8    |
| Global Packaging                            | 79.4      | 51.0      | 42.3      |
| Corporate                                   | 12.5      | 23.8      | 9.2       |
| Total continuing operations                 | 219.4     | 180.3     | 132.3     |
| Discontinued operations                     | —         | 4.9       | 7.5       |
| Total                                       | \$219.4   | \$185.2   | \$139.8   |
| Operations by geographic area (in millions) | 2015      | 2014      | 2013      |
| Net sales (3):                              |           |           |           |
| United States                               | \$2,937.8 | \$3,040.8 | \$3,143.2 |
| Brazil                                      | 442.5     | 581.5     | 629.6     |
| Other Americas                              | 273.5     | 273.2     | 299.8     |
| Europe                                      | 233.9     | 258.8     | 245.4     |
| Asia-Pacific                                | 183.7     | 189.2     | 158.6     |
| Total                                       | \$4,071.4 | \$4,343.5 | \$4,476.6 |
| Long-lived assets (4):                      |           |           |           |
| United States                               | \$897.4   | \$831.8   | \$901.5   |
| Brazil                                      | 173.1     | 159.0     | 179.9     |
| Other Americas                              | 53.1      | 55.7      | 64.3      |
| Europe                                      | 68.6      | 68.1      | 126.4     |
| Asia-Pacific                                | 75.6      | 72.4      | 74.3      |
| Total                                       | \$1,267.8 | \$1,187.0 | \$1,346.4 |

(1) Total assets by business segment include only those assets that are specifically identified with each segment's operations.

(2) Corporate assets are principally cash and cash equivalents, prepaid expenses, prepaid income taxes, prepaid pension benefit costs, and corporate tangible and intangible property. The Company utilizes a global cash pooling arrangement. Beginning in 2014, the Company treated all cash and cash equivalents, including the net cash position in the cash pooling arrangement, as Corporate assets. Prior periods have been recast on a consistent basis.

(3) Net sales are attributed to geographic areas based on location of the Company's manufacturing or selling operation.

(4)

Long-lived assets include net property and equipment, long-term receivables, deferred charges, and investment in affiliates.

## Note 21 — QUARTERLY FINANCIAL INFORMATION — UNAUDITED

| (in millions, except per share amounts)    | Quarter Ended |           |              |             | Total     |
|--|---------------|-----------|--------------|-------------|-----------|
|  | March 31      | June 30   | September 30 | December 31 |           |
| 2015                                       |               |           |              |             |           |
| Net sales                                  | \$1,040.1     | \$1,030.3 | \$1,018.3    | \$982.7     | \$4,071.4 |
| Gross profit                               | 217.5         | 221.2     | 221.8        | 212.9       | 873.4     |
| Income from continuing operations          | 57.0          | 65.6      | 62.5         | 56.8        | 241.9     |
| Loss from discontinued operations          | (2.6)         | ) —       | —            | —           | (2.6)     |
| Net income                                 | 54.4          | 65.6      | 62.5         | 56.8        | 239.3     |
| Basic earnings per share:                  |               |           |              |             |           |
| Income from continuing operations          | 0.58          | 0.68      | 0.65         | 0.59        | 2.50      |
| Loss from discontinued operations          | (0.03)        | ) —       | —            | —           | (0.03)    |
| Net income                                 | 0.55          | 0.68      | 0.65         | 0.59        | 2.47      |
| Diluted earnings per share:                |               |           |              |             |           |
| Income from continuing operations          | 0.58          | 0.67      | 0.64         | 0.58        | 2.47      |
| Loss from discontinued operations          | (0.03)        | ) —       | —            | —           | (0.03)    |
| Net income                                 | 0.55          | 0.67      | 0.64         | 0.58        | 2.44      |
| 2014                                       |               |           |              |             |           |
| Net sales                                  | \$1,095.0     | \$1,097.6 | \$1,098.2    | \$1,052.7   | \$4,343.5 |
| Gross profit                               | 210.9         | 219.0     | 220.7        | 208.5       | 859.1     |
| Income from continuing operations          | 59.7          | 60.7      | 61.5         | 57.2        | 239.1     |
| (Loss) income from discontinued operations | (10.5)        | ) 5.1     | (44.5)       | ) 1.9       | (48.0)    |
| Net income                                 | 49.2          | 65.8      | 17.0         | 59.1        | 191.1     |
| Basic earnings per share:                  |               |           |              |             |           |
| Income from continuing operations          | 0.58          | 0.61      | 0.62         | 0.58        | 2.39      |
| (Loss) income from discontinued operations | (0.10)        | ) 0.05    | (0.45)       | ) 0.02      | (0.48)    |
| Net income                                 | 0.48          | 0.66      | 0.17         | 0.60        | 1.91      |
| Diluted earnings per share:                |               |           |              |             |           |
| Income from continuing operations          | 0.58          | 0.60      | 0.61         | 0.57        | 2.36      |
| (Loss) income from discontinued operations | (0.10)        | ) 0.05    | (0.44)       | ) 0.02      | (0.47)    |
| Net income                                 | 0.48          | 0.65      | 0.17         | 0.59        | 1.89      |

The summation of quarterly earnings per share may not equate to the calculation for the full year as quarterly calculations are performed on a discrete basis.

ITEM 9 — CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A — CONTROLS AND PROCEDURES

(a) Management's Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

The Company's management, under the direction, supervision, and involvement of the Chief Executive Officer and the Chief Financial Officer, has carried out an evaluation, as of the end of the period covered by this report, of the effectiveness of the design and operation of the disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) of the Company. Based on this evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that disclosure controls and procedures in place at the Company are effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified by the Securities and Exchange Commission's rules and forms and is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Management's Report on Internal Control Over Financial Reporting

The management of Bemis Company, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the direction, supervision, and participation of the Chief Executive Officer and the Chief Financial Officer, the Company's management conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO-Framework (2013)). Based on the results of this evaluation, management has concluded that internal control over financial reporting was effective as of December 31, 2015.

The effectiveness of our internal control over financial reporting as of December 31, 2015, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which appears on page 28 of this Form 10-K.

(c) Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the most recent fiscal quarter that have materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B — OTHER INFORMATION

None.

## PART III

## ITEM 10 — DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required to be submitted in response to this item with respect to directors is omitted because a definitive proxy statement containing such information will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2015, and such information is expressly incorporated herein by reference.

The following sets forth the name, age, and business experience for at least the last five years of the principal executive officers of the Company. Unless otherwise indicated, positions shown are with the Company.

| Name (Age)                  | Positions Held  | Period The Position Was Held |
|-----------------------------|---|------------------------------|
| William F. Austen<br>(57)   | President and Chief Executive Officer   | 2014 to present              |
|                             | Executive Vice President and Chief Operating Officer                              | 2013 to 2014                 |
|                             | Group President   | 2012 to 2013                 |
|                             | Vice President — Operations   | 2004 to 2012                 |
|                             | President and Chief Executive Officer — Morgan Adhesives Company (1)              | 2000 to 2004                 |
| Michael B. Clauer<br>(58)   | Vice President and Chief Financial Officer  | 2014 to present              |
|                             | Executive Vice President and Chief Financial Officer — BWAY Corporation           | 2009 to 2014                 |
| Sheri H. Edison<br>(59)     | Vice President, General Counsel, and Secretary                                    | 2010 to present              |
|                             | Senior Vice President and Chief Administrative Officer, Hill-Rom, Inc.            | 2007 to 2010                 |
|                             | Vice President, General Counsel, and Secretary, Hill-Rom, Inc.                    | 2003 to 2007                 |
| Timothy S. Fliss<br>(53)    | Vice President — Human Resources  | 2010 to present              |
|                             | Executive Vice President — Human Resources, Schneider National, Inc.              | 2003 to 2009                 |
|                             | Vice President — Human Resources, Schneider National, Inc.                        | 1995 to 2003                 |
|                             | Various operational positions within Schneider National, Inc.                     | 1990 to 1995                 |
| William E. Jackson<br>(53)  | Vice President and Chief Technology Officer                                       | 2013 to present              |
|                             | Vice President of Global Research and Development — Dow Building and Construction | 2007 to 2013                 |
|                             | Various management positions — General Electric                                   | 1992 to 2007                 |
| Jerry S. Krempa<br>(55)     | Vice President and Controller   | 2011 to present              |
|                             | Various finance management positions within the Company                           | 1998 to 2011                 |
| Melanie E.R.<br>Miller (52) | Vice President and Treasurer  | 2005 to present              |
|                             | Vice President, Investor Relations and Assistant Treasurer                        | 2002 to 2005                 |
|                             | Various finance management positions within the Company                           | 2000 to 2002                 |

|                         |   |                 |
|-------------------------|---|-----------------|
| James W. Ransom<br>(55) | Senior Vice President   | 2014 to present |
|                         | President — Bemis North America   | 2014 to present |
|                         | Group President   | 2012 to 2014    |
|                         | Vice President — Operations   | 2007 to 2012    |
|                         | Various management positions within the Company                                     | 2002 to 2006    |
| (1)                     | Identified operation was a 100 percent owned subsidiary or division of the Company. |                 |



## ITEM 11 — EXECUTIVE COMPENSATION

The information required to be submitted in response to this item is omitted because a definitive proxy statement containing such information is expected to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2015, and such information is expressly incorporated herein by reference.

## ITEM 12 — SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

Equity compensation plans as of December 31, 2015 were as follows:

| Plan Category  | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
|--|---|---|---|
| (a)  | (b)   | (c)   | (d)   |
| Equity compensation plans approved by security holders     | 2,090,369   | (1) N/A   | (2) 3,078,025   |
| Equity compensation plans not approved by security holders | —   | N/A   | —   |
| Total  | 2,090,369   | (1) N/A   | (2) 3,078,025   |

(1) Includes restricted stock units.

(2) Restricted stock units do not have an exercise price.

(3) May be issued as options or restricted stock units.

The additional information required to be submitted in response to this item is omitted because a definitive proxy statement containing such information is expected to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2015, and such information is expressly incorporated herein by reference.

## ITEM 13 — CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required to be submitted in response to this item is omitted because a definitive proxy statement containing such information is expected to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2015, and such information is expressly incorporated herein by reference.

## ITEM 14 — PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required to be submitted in response to this item is omitted because a definitive proxy statement containing such information is expected to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2015, and such information is expressly incorporated herein by reference.

PART IV

ITEM 15 — EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

|  | Pages in<br>Form 10-K |
|--|-----------------------|
| (a) Financial Statements, Financial Statement Schedule, and Exhibits   |                       |
| (1) Financial Statements   |                       |
| <u>Management’s Responsibility Statement</u>   | <u>27</u>             |
| <u>Report of Independent Registered Public Accounting Firm</u>   | <u>28</u>             |
| <u>Consolidated Statement of Income</u>  | <u>29</u>             |
| <u>Consolidated Statement of Comprehensive Income</u>  | <u>30</u>             |
| <u>Consolidated Balance Sheet</u>  | <u>31</u>             |
| <u>Consolidated Statement of Cash Flows</u>  | <u>32</u>             |
| <u>Consolidated Statement of Equity</u>  | <u>33</u>             |
| <u>Notes to Consolidated Financial Statements</u>  | <u>34</u>             |
| (2) Financial Statement Schedule   |                       |
| <u>Schedule II - Valuation and Qualifying Accounts and Reserves</u>  | <u>72</u>             |
| All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto. |                       |
| (3) Exhibits   |                       |
| The Exhibit Index is incorporated herein by reference.   |                       |

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/ Michael B. Clauer  
Michael B. Clauer, Vice President and Chief  
Financial Officer  
Date February 19, 2016

By /s/ Jerry S. Krempa  
Jerry S. Krempa, Vice President  
and Controller  
Date February 19, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons (including a majority of the Board of Directors) on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ Michael B. Clauer  
Michael B. Clauer, Vice President and Chief Financial  
Officer  
Date February 19, 2016

/s/ Jerry S. Krempa  
Jerry S. Krempa, Vice President  
and Controller (principal accounting officer)  
Date February 19, 2016

/s/ William F. Austen  
William F. Austen, Director, President, and Chief  
Executive Officer  
Date February 19, 2016

/s/ Ronald J. Floto  
Ronald J. Floto, Director  
Date February 19, 2016

/s/ Adele M. Gulfo  
Adele M. Gulfo, Director  
Date February 19, 2016

/s/ David S. Haffner  
David S. Haffner, Director  
Date February 19, 2016

/s/ Timothy M. Manganello  
Timothy M. Manganello, Chairman of the Board  
Date February 19, 2016

/s/ William L. Mansfield  
William L. Mansfield, Director  
Date February 19, 2016

/s/ Arun Nayar  
Arun Nayar, Director  
Date February 19, 2016

/s/ Edward N. Perry  
Edward N. Perry, Director  
Date February 19, 2016

/s/ David T. Szczupak  
David T. Szczupak, Director  
Date February 19, 2016

/s/ Holly A. Van Deursen  
Holly A. Van Deursen, Director  
Date February 19, 2016

/s/ Philip G. Weaver  
Philip G. Weaver, Director  
Date February 19, 2016

## Exhibit Index

| Exhibit | Description   | Form of Filing            |
|---------|---|---------------------------|
| 3       | (a) Restated Articles of Incorporation of the Registrant, as amended. (1)   | Incorporated by Reference |
| 3       | (b) By-Laws of the Registrant, as amended through November 26, 2012. (2)  | Incorporated by Reference |
| 4       | (a) Form of Indenture dated as of June 15, 1995, between the Registrant and U.S. Bank Trust National Association (formerly known as First Trust National Association), as Trustee. Copies of constituent instruments defining rights of holders of long-term debt of the Company and subsidiaries, other than the Indenture specified herein, are not filed herewith, pursuant to Instruction (b)(4)(iii)(A) to Item 601 of Regulation S-K, because the total amount of securities authorized under any such instrument does not exceed 10% of the total assets of the Company and subsidiaries on a consolidated basis. The registrant hereby agrees that it will, upon request by the SEC, furnish to the SEC a copy of each such instrument. (3) | Incorporated by Reference |
| 10      | (a) Third Amended and Restated Long-Term Credit Agreement dated as of July 15, 2014 among Bemis Company, Inc., various subsidiaries thereof, the Lenders Party, JPMorgan Chase Bank, N.A., Wells Fargo Bank, National Association, Bank of America, N.A., BNP Paribas and U.S. Bank National Association. (5)   | Incorporated by Reference |
| 10      | (b) Bemis Deferred Compensation Plan, as amended Effective January 1, 2009.* (6)  | Incorporated by Reference |
| 10      | (c) Bemis Company, Inc. Supplemental Retirement Plan, Amended and Restated as of as of January 1, 2014.* (11)   | Incorporated by Reference |
| 10      | (d) Bemis Company, Inc. Supplemental Retirement Plan for Senior Officers, Amended and Restated as of January 1, 2014.* (11)   | Incorporated by Reference |
| 10      | (e) Bemis Company, Inc. 2014 Stock Incentive Plan,* (4)   | Incorporated by Reference |
| 10      | (f) Bemis Supplemental BIPSP (As amended effective January 1, 2014).* (11)  | Incorporated by Reference |
| 10      | (g) Bemis Company, Inc. Long Term Deferred Compensation Plan, Amended and Restated as of August 4, 1999.* (7)   | Incorporated by Reference |
| 10      | (h) Bemis Company, Inc. Form of Management Contract with Principal Executive Officers.* (8)   | Incorporated by Reference |
| 10      | (i) Bemis Company, Inc. 1997 Executive Officer Performance Plan, as amended effective May 7, 2015.* (9)   | Incorporated by Reference |
| 10      | (j) Bemis Company, Inc. Form of Management Contract with Principal Executive Officers Effective January 1, 2009.* (10)  | Incorporated by Reference |
| 21      | Subsidiaries of the Registrant.   | Filed Electronically      |
| 23      | Consent of PricewaterhouseCoopers LLP.  | Filed Electronically      |
| 31      | .1 Rule 13a-14(a)/15d-14(a) Certification of CEO.   | Filed Electronically      |
| 31      | .2 Rule 13a-14(a)/15d-14(a) Certification of CFO.   | Filed Electronically      |
| 32      | Section 1350 Certification of CEO and CFO.  | Filed Electronically      |
| 101     | Interactive data files.   | Filed Electronically      |

Footnotes to Exhibit Index

- \* Management contract, compensatory plan or arrangement filed pursuant to Rule 601(b)(10)(iii)(A) of Regulation S-K under the Securities Exchange Act of 1934.
- (1) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (File No. 1-5277).
- (2) Incorporated by reference to the Registrant's Current Report on Form 8-K dated November 26, 2012 (File No. 1-5277).
- (3) Incorporated by reference to the Registrant's Current Report on Form 8-K dated June 30, 1995 (File No. 1-5277).
- (4) Incorporated by reference to Exhibit B to the Registrant's Definitive Proxy Statement filed with the SEC on March 18, 2014 (File No. 1-5277).
- (5) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 (File No. 1-5277).
- (6) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 1-5277).
- (7) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999 (File No. 1-5277).
- (8) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 (File No. 1-5277).
- (9) Incorporated by reference to Exhibit A to the Registrant's Definitive Additional Materials filed with the SEC on April 3, 2015 (File No. 1-5277).
- (10) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 1-5277).
- (11) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 1-5277).

## SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

(in millions)

| Year Ended<br>December 31,  | Balance at<br>Beginning<br>of Year | Additions<br>Charged to<br>Profit & Loss | Write-offs  | Foreign<br>Currency<br>Impact | Other      | Balance<br>at Close<br>of Year |
|---|------------------------------------|--|-------------|-------------------------------|------------|--------------------------------|
| <b>RESERVES FOR DOUBTFUL ACCOUNTS, SALES RETURNS, DISCOUNTS, AND ALLOWANCES</b> |                                    |  |             |                               |            |                                |
| 2015  | \$21.0                             | \$27.5                                   | \$(28.3 )   | \$(2.2 )                      | \$—        | \$18.0                         |
| 2014  | 30.7                               | 24.6                                     | (23.5 ) (1) | (2.2 )                        | (8.6 ) (3) | 21.0                           |
| 2013  | 29.6                               | 27.2                                     | (23.0 ) (1) | (3.1 )                        | —          | 30.7                           |
| <b>VALUATION ALLOWANCE FOR DEFERRED TAX ASSETS</b>                              |                                    |  |             |                               |            |                                |
| 2015  | \$47.9                             | \$(3.8 ) (2)                             | \$—         | \$(2.1 )                      | \$—        | \$42.0                         |
| 2014  | 42.1                               | 12.3 (2)                                 | (3.5 )      | (3.0 )                        | —          | 47.9                           |
| 2013  | 36.6                               | 5.5 (2)                                  | —           | —                             | —          | 42.1                           |

(1) Net of \$0.5 million, and \$0.1 million collections on accounts previously written off, respectively.

(2) Represents charge to profit and loss, net of valuation allowance reversals, if any.

(3) Reserve accruals related to Pressure Sensitive Materials business and Paper Packaging Division which were divested.