Avery Dennison Corp
Form 8-K
October 05, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

October 3, 2012

Date of Report

AVERY DENNISON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**1 -7685**	**95-1492269**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

150 North Orange Grove Boulevard Pasadena, California	**91103**
(Address of principal executive offices)	(Zip Code)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 1 Registrant s Business and Operations

Item 1.02 Termination of a Material Definitive Agreement.

On December 30, 2011, Avery Dennison Corporation, a Delaware corporation (the Company), and 3M Company, a Delaware corporation (3M), entered into a Purchase Agreement, dated as of December 21, 2011 (the Purchase Agreement), pursuant to which, upon the terms and subject to the conditions set forth in the Purchase Agreement, 3M and certain of its subsidiaries agreed to purchase from the Company and certain of its wholly-owned subsidiaries (collectively, Sellers) all of the capital stock of certain wholly-owned subsidiaries of the Company and certain assets of the Sellers, and assume certain liabilities of Sellers, which collectively constitute the Company s Office and Consumer Products business, for a total purchase price of $550 million in cash, subject to certain post-closing adjustments (the Transaction).

On October 3, 2012, the Company and 3M entered into the Agreement to Terminate Purchase Agreement (the Termination Agreement), pursuant to which the Company and 3M mutually agreed to terminate in their entirety all further obligations of the parties under the Purchase Agreement, provided that the provisions of Article 11 of the Purchase Agreement and the Confidentiality Agreement (as defined in the Purchase Agreement) survive the termination in accordance with Section 10.2 of the Purchase Agreement. This description of the Termination Agreement does not purport to be complete and is qualified in its entirety by reference to the Termination Agreement attached as Exhibit 10.1 and incorporated herein by reference.

Section 8 Other Events

Item 8.01 Other Events.

On October 3, 2012, the Company issued a press release announcing the termination of the Purchase Agreement. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference. The press release is also available on the Company s website at www.investors.averydennison.com.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	**Exhibit Title**

10.1	Agreement to Terminate Purchase Agreement, dated as of October 3, 2012, by and between Avery Dennison Corporation and 3M Company.
99.1	Press Release of Avery Dennison Corporation, dated October 3, 2012.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

Certain statements contained in this report on Form 8-K and Exhibit 99.1 are forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements and financial or other business targets are subject to certain risks and uncertainties. Actual results and trends may differ materially from historical or anticipated results depending on a variety of factors, including but not limited to risks and uncertainties relating to the following: fluctuations in demand affecting sales to customers; the financial condition and inventory strategies of customers; changes in customer order patterns; worldwide and local economic conditions; fluctuations in cost and availability of raw materials; ability of the company to generate sustained productivity improvement; ability of the company to achieve and sustain targeted cost reductions; impact of competitive products and pricing; loss of significant contract(s) or customer(s); collection of receivables from customers; selling prices; business mix shift; changes in tax laws and regulations, and uncertainties associated with interpretations of such laws and regulations; outcome of tax audits; timely development and market acceptance of new products, including sustainable or sustainably-sourced products; investment in development activities and new production facilities; fluctuations in foreign currency exchange rates and other risks associated with foreign operations; integration of acquisitions and completion of pending dispositions; amounts of future dividends and share repurchases; customer and supplier concentrations; successful implementation of new manufacturing technologies and installation of manufacturing equipment; disruptions in information technology systems; successful installation of new or upgraded information technology systems; volatility of financial markets; impairment of capitalized assets, including goodwill and other intangibles; credit risks; ability of the company to obtain adequate financing arrangements and maintain access to capital; fluctuations in interest and tax rates; fluctuations in pension, insurance and employee benefit costs; impact of legal and regulatory proceedings, including with respect to environmental, health and safety; changes in governmental laws and regulations; changes in political conditions; impact of epidemiological events on the economy and the company s customers and suppliers; acts of war, terrorism, and natural disasters; and other factors.

The Company believes that the most significant risk factors that could affect its financial performance in the near-term include (1) the impact of economic conditions on underlying demand for the Company s products; (2) the degree to which higher costs can be offset with productivity measures and/or passed on to customers through selling price increases, without a significant loss of volume; and (3) competitors actions, including pricing, expansion in key markets, and product offerings.

For a more detailed discussion of these and other factors, see Part I, Item 1A. Risk Factors and Part II, Item 7. Management s Discussion and Analysis of Results of Operations and Financial Condition in the Company s 2011 Form 10-K, filed on February 27, 2012 with the Securities and Exchange Commission, and subsequent quarterly reports on Form 10-Q. The forward-looking statements included in this Form 8-K are made only as of the date of this Form 8-K, and the Company undertakes no obligation to update these statements to reflect subsequent events or circumstances.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AVERY DENNISON CORPORATION

Date: October 5, 2012

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