

CROWN HOLDINGS INC  
Form S-8  
March 01, 2019

As filed with the Securities and Exchange Commission on March 1, 2019.

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**CROWN HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**770 Township Line Road**

**Pennsylvania**  
**(State of Incorporation)**

**Yardley, Pennsylvania 19067**  
**(Address of principal executive**  
**offices) (Zip Code)**

**75-3099507**  
**(I.R.S. Employer Identification**  
**No.)**

**CROWN CORK & SEAL COMPANY, INC.**

**RETIREMENT THRIFT PLAN**

**(Full Title of the Plan)**

**William T. Gallagher, Esquire**

**Senior Vice President and General Counsel**

**Crown Holdings, Inc.**

**770 Township Line Road**

**Yardley, Pennsylvania 19067**

**(Name and address of agent for service)**

**(215) 698-5100**

**(Telephone number, including area code, of agent for service)**

*With a Copy to:*

**William G. Lawlor, Esquire**

**Dechert LLP**

**Cira Centre**

**2929 Arch Street**

**Philadelphia, Pennsylvania 19104**

**(215) 994-4000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title Of Securities</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	
<b>To Be Registered</b>	<b>To Be</b>	<b>Maximum</b>	<b>Maximum</b>	<b>Amount Of</b>
	<b>Registered</b>	<b>Offering Price</b>	<b>Aggregate</b>	<b>Registration Fee</b>
		<b>Per Share (1)</b>	<b>Offering Price (1)</b>	
Common Stock par value \$5.00 per share Interests in the Plan (2)	1,000,000 shares	\$54.29	\$54,290,000	\$6,579.95

- (1) Estimated solely for purposes of determining the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, as amended, on the basis of \$54.29 per share, the average high and low prices of Common Stock, par value \$5.00 per share ( Common Stock ), of Crown Holdings, Inc. as reported on the New York Stock Exchange on February 28, 2019.
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interest to be offered or sold pursuant to the employee benefit plan described herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

This registration statement is filed with the Securities and Exchange Commission for the purpose of registering additional shares of Common Stock of the registrant in connection with the Crown Cork & Seal Company, Inc. Retirement Thrift Plan (the Plan ). A registration statement on Form S-8, file number 333-140992, was filed on March 1, 2007, in respect of shares of Common Stock to be offered pursuant to the Plan and is currently effective, a registration statement on Form S-8, file number 333-140991, was filed on March 1, 2007, in respect of shares of Common Stock to be offered pursuant to the Crown Cork & Seal Company, Inc. 401(k) Retirement Savings Plan, a registration statement on Form S-8, file number 333-166764, was filed on May 12, 2010, in respect of shares of Common Stock to be offered pursuant to the Crown Holdings, Inc. Stock Purchase Plan, and a registration statement on Form S-8, file number 333-188568, was filed on May 13, 2013 for the purpose of deregistering shares of Common Stock previously offered pursuant to a registration statement on Form S-8, file number 333-134005, that was filed on May 11, 2006, and registering shares of Common Stock to be offered pursuant to the Crown Holdings, Inc. 2013 Stock-Based Incentive Compensation Plan (the Prior Registration Statements ). The contents of the Prior Registration Statements, to the extent not otherwise amended or superseded by the contents hereof, are incorporated herein by reference.

#### Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this registration statement:

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP.</u>
24	<u>Power of Attorney (included on the signature pages).</u>

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Borough of Yardley, Commonwealth of Pennsylvania, on this 1st day of March, 2019.

CROWN HOLDINGS, INC.

By: /s/ William T. Gallagher  
 William T. Gallagher  
*Senior Vice President and General Counsel*

**POWER OF ATTORNEY**

KNOW TO ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Timothy J. Donahue, Thomas A. Kelly and William T. Gallagher, each and individually, his or her attorneys-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments or post-effective amendments to this Registration Statement and to file the same with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each such attorney-in-fact, or his agent or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on the dates indicated.

Signature	Title	Date
/s/ John W. Conway	Chairman of the Board	March 1, 2019
John W. Conway		
/s/ Timothy J. Donahue	Director, President and Chief Executive Officer	March 1, 2019
Timothy J. Donahue	(Principal Executive Officer)	
	Director	
Arnold W. Donald		

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Signature	Title	Date
<u>/s/ Andrea J. Funk</u> Andrea J. Funk	Director	March 1, 2019
<u>/s/ Rose Lee</u> Rose Lee	Director	March 1, 2019
<u>/s/ William G. Little</u> William G. Little	Director	March 1, 2019
<u>/s/ Hans J. Löliger</u> Hans J. Löliger	Director	March 1, 2019
James H. Miller	Director	
<u>/s/ Josef M. Müller</u> Josef M. Müller	Director	March 1, 2019
<u>/s/ Caesar F. Sweitzer</u> Caesar F. Sweitzer	Director	March 1, 2019
<u>/s/ Jim L. Turner</u> Jim L. Turner	Director	March 1, 2019
<u>/s/ William S. Urkiel</u> William S. Urkiel	Director	March 1, 2019