

BEMIS CO INC  
Form 8-K  
November 28, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

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

Date of Report **November 26, 2012**

(Date of earliest event reported)

**BEMIS COMPANY, INC.**

(Exact name of Registrant as specified in its charter)

Commission File Number **1-5277**

**Missouri**  
(State or other jurisdiction of  
incorporation or organization)

**43-0178130**  
(I.R.S. Employer  
Identification No.)

**One Neenah Center, 4th Floor, P.O. Box 669, Neenah, Wisconsin 54957-0669**

(Address of principal executive offices)

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Registrant's telephone number, including area code: **(920) 727-4100**

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 26, 2012, the Board of Directors of Bemis Company, Inc. (the Company ) approved an amendment to Section 2 of Article II of the Company s Amended By-Laws to phase-in a declassification of the Board of Directors commencing with the directors elected at the 2014 annual meeting of shareholders. Directors elected at and after that meeting will be elected to one year terms. Although the change in director terms does not take effect until the 2014 annual meeting, the Amended By-Laws became effective immediately upon adoption.

The Amended By-Laws, as amended and restated to reflect the amendment described above, are filed as Exhibit 3(ii) hereto.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

3(ii) Amended By-Laws, as amended and restated on November 26, 2012

**SIGNATURES**

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

**BEMIS COMPANY, INC.**

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

Date                               November 28, 2012

**Index to Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>   | <b>Method of Filing</b> |
|--------------------|--|-------------------------|
| 3(ii)              | Amended By-Laws of Bemis Company, Inc., as amended and restated on November 26, 2012 | Electronic Transmission |