

BWAY CORP  
Form 8-K  
October 03, 2002

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) September 30, 2002**

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**BWAY Corporation**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State of incorporation)

**1-12415**  
(Commission File Number)

**36-3624491**  
(IRS Employer Identification No.)

**8607 Roberts Drive, Suite 250**  
**Atlanta, Georgia**  
(Address of principal executive offices)

**30350-2230**  
(Zip Code)

**(770) 645-4800**  
(Registrant's telephone number)

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**BWAY CORPORATION**  
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**Item 5. Other Events.**

On September 30, 2002, BWAY Corporation (the Company), BCO Holding Company ( Holding), an affiliate of Kelso & Company, L.P., and BCO Acquisition, Inc., a wholly-owned subsidiary of Holding, entered into an Agreement and Plan of Merger (the Merger Agreement) pursuant to which each outstanding share of the Company's common stock, with the exception of some of the shares owned by certain members of management and a director, will be acquired for \$20.00 in cash (the Transaction). The Company's Board of Directors has approved the Transaction based upon the unanimous recommendation of a Special Committee of disinterested directors. The Transaction is subject to approval by the Company's stockholders, the availability of certain financing, and other customary conditions.

Jean-Pierre M. Ergas (BWAY's Chairman and Chief Executive Officer), Warren J. Hayford (BWAY's Vice-Chairman) and Mary Lou Hayford (a stockholder of the Company and spouse of Warren J. Hayford), have each entered into a Voting Agreement with Holding pursuant to which, among other things, they have agreed to vote their shares of BWAY common stock in favor of the approval of the Merger Agreement and the Transaction.

The preceding is qualified in its entirety by reference to the Merger Agreement and the individual Voting Agreements, copies of which are attached hereto as Exhibits 2.1 and 99.1 through 99.3, respectively, and which are incorporated herein by reference. A copy of the press release issued by BWAY Corporation announcing the signing of the Merger Agreement is attached hereto as Exhibit 99.4.

**Item 7. Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit 2.1	Agreement and Plan of Merger by and among BCO Holding Company, BCO Acquisition, Inc. and BWAY Corporation dated as of September 30, 2002.
Exhibit 99.1	Voting Agreement by and among BCO Holding Company and Jean-Pierre Ergas dated as of September 30, 2002.
Exhibit 99.2	Voting Agreement by and among BCO Holding Company and Warren J. Hayford dated as of September 30, 2002.
Exhibit 99.3	Voting Agreement by and among BCO Holding Company and Mary Lou Hayford dated as of September 30, 2002.
Exhibit 99.4	Press Release, issued on October 1, 2002.

**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.

**BWAY CORPORATION**  
**(Registrant)**

Date: October 2, 2002

By:

/s/ KEVIN C. KERN

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**Kevin C. Kern**  
*Vice President of Administration and  
Chief Financial Officer*

trust <sup>(1)</sup> Common Stock 11/01/2006 S 1,000 D \$ 24.708 1,000 I Family trust <sup>(1)</sup> Common Stock 11/01/2006 S 1,000 D \$ 24.719 0 I Family trust <sup>(1)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Options (Right to buy)	\$ 6.9675	10/31/2006		M	4,800	12/19/2004 <sup>(2)</sup> 12/20/2012	Common Stock	4,800
Stock Options (Right to buy)	\$ 6.9675	11/01/2006		M	2,000	12/19/2004 <sup>(2)</sup> 12/20/2012	Common Stock	2,000

**Reporting Owners**

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

WALSH PETER  
3773 HOWARD HUGHES PKWY  
SUITE 490S  
LAS VEGAS, NV 89169

Sr. V.P. and General Counsel

## Signatures

Peter Walsh

11/02/2006

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Securities owned by the Walsh Family Trust dated 9-11-03, of which Mr. Walsh and his spouse are co-trustees.
  - (2) Option vests in five equal annual installments commencing on December 19, 2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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