

SILGAN HOLDINGS INC  
Form SC TO-C  
October 17, 2016

**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**

**Date of Report (Date of earliest event reported): October 17, 2016**

**SILGAN HOLDINGS INC.**

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

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**000-22117**  
**(Commission**  
**File Number)**

**06-1269834**  
**(IRS Employer**  
**Identification No.)**

**4 Landmark Square, Stamford, Connecticut**

**06901**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (203) 975-7110

N/A

(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:

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))

## Section 8 Other Events

### Item 8.01. Other Events.

On October 17, 2016, the Company issued a press release, attached hereto as Exhibit 99.1 and incorporated herein by reference, announcing that it has commenced a modified Dutch auction tender offer to purchase up to \$250 million of its common stock and that its Board of Directors has authorized the repurchase by the Company of up to an additional \$300 million of its common stock. The new repurchase authorization, together with the remaining amount from a previous repurchase authorization, results in an aggregate outstanding authorization for stock repurchases of approximately \$398.8 million, a portion of which will be utilized in the tender offer commenced on October 17, 2016. The new repurchase authorization is effective through December 31, 2021.

## Section 9 Financial Statements and Exhibits

### Item 9.01. Financial Statements and Exhibits.

#### *(d) Exhibits*

| Exhibit<br>No. | Description  |
|----------------|--|
| 99.1           | Press Release dated October 17, 2016 announcing commencement of tender offer to purchase up to \$250 million of common stock and authorization for additional stock repurchases. |

**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.

SILGAN HOLDINGS INC.

By: /s/ Frank W. Hogan, III  
Frank W. Hogan, III  
Senior Vice President, General Counsel  
and Secretary

Dated: October 17, 2016

Exhibit Index

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