

SONOCO PRODUCTS CO  
Form 8-K  
February 16, 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): February 10, 2016

SONOCO PRODUCTS COMPANY

Commission File No. 001-11261

Incorporated under the laws  
of South Carolina  
1 N. Second St.  
Hartsville, South Carolina 29550  
Telephone: 843/383-7000

I.R.S. Employer Identification  
No. 57-0248420

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 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 10, 2016, the Executive Compensation Committee of Sonoco’s Board of Directors approved the following equity awards under the Sonoco Products Company 2014 Long-Term Incentive Plan:

Name	Stock Appreciation Rights	Restricted Stock Units	Performance Contingent Restricted Stock Unit Awards		Maximum
			Threshold	Target	
M. J. Sanders	223,215	29,865	30,966	61,933	123,866
R. C. Tiede	64,485	8,628	8,946	17,892	35,784
B. L. Saunders	54,564	7,301	7,570	15,140	30,280
R. H. Coker	34,723	4,646	4,817	9,634	19,268
J. M. Colyer, Jr. <sup>1</sup>	—	—	—	—	—
All other officers	147,527	19,743	20,469	40,937	81,874

<sup>1</sup> As previously announced, Senior Vice President of Global Industrial Products and Protective Solutions, John Colyer is relinquishing his operations leadership to focus on treating a health issue. Mr. Colyer will continue to work on special projects for the Company, reporting to President and Chief Executive Officer Jack Sanders.

Stock Settled Appreciation Rights

Stock settled appreciation rights (“SARs”) provide executive officers and other key management employees the right to receive shares of the Company’s common stock equal to the appreciation in share price above the closing price after shares have vested. The material terms and conditions are as follows:

Grant Features

Grant Type: Stock Settled Appreciation Rights

Exercise Price: Fair Market Value on February 10, 2016 (Closing price on the New York Stock Exchange of \$40.41 per common share)

Exercise Term: 10 years from date of grant; expiration date February 10, 2026.

Vesting: One third vesting on February 10, 2017, 1/3 vesting on February 10, 2018, and 1/3 vesting on February 10, 2019. Unvested SARs are cancelled upon termination of employment, except in the case of death, disability, or involuntary (or good reason) termination within two years of a Change in Control that meets the criteria of Internal Revenue Code (“IRC”) Section 409A and the regulations thereunder, in which case, unvested SARs will immediately vest upon the date of termination.

Exercise Period at Termination

Death:	Longer of remaining term of SAR or one year.
Disability:	Shorter of remaining term of SAR or one year from termination following total disability.
Retirement:	Shorter of remaining term of SAR or five years from retirement provided the employee does not accept employment (without prior approval from Sonoco) that violates his or her signed Employee Agreement; violation results in forfeiture of all remaining shares.
Termination without cause:	Three month exercise period for vested awards after expiration of any blackout period (if applicable)
Termination for cause:	Immediate cancellation of all awards
Change in Control:	Shorter of remaining term of SAR or one year from an involuntary (or good reason) termination within two years of a Change in Control

Restricted Stock Units

Restricted stock units (“RSUs”) provide executive officers and other key management employees the right to receive full-value shares of the Company’s common stock on the date that the awards vest at no cost to the employee. The material terms and conditions are as follows:

Grant Features

Grant Type:	Restricted Stock Units
Vesting and Termination of Employment:	One third vesting on February 10, 2017, 1/3 vesting on February 10, 2018, and 1/3 vesting on February 10, 2019. Unvested RSUs are cancelled upon termination of employment, except in the case of death, disability, or involuntary (or good reason) termination within two years of a Change in Control that meets the criteria of Internal Revenue Code (“IRC”) Section 409A and the regulations thereunder, in which case, unvested RSUs will immediately vest upon the date of termination.
Dividends and Stock Splits:	Dividend equivalents will not be credited to unvested RSUs. The number of RSUs will be adjusted for stock dividends and stock splits.



Performance Contingent Restricted Stock Unit Awards

The material terms and conditions of the 2016 grants of performance contingent restricted stock units (“PCSU”) are as follows:

Grant Date: February 10, 2016

Plan Structure: 3-year performance plan

Performance Cycle: January 1, 2016 through December 31, 2018

Payout: Goals will be established for three levels of performance: acceptable, superior and outstanding

- 200% of target shares vest if outstanding (maximum) performance is achieved for the three-year performance period
- 100% of target shares vest if superior (target) performance is achieved for the three-year performance period
- 50% of target shares vest if acceptable (threshold) performance is achieved for the three-year performance period
- If performance levels achieved are below threshold, no awards will vest.

Change in Control: Upon consummation of a Change in Control that meets the criteria of Internal Revenue Code (“IRC”) Section 409A and the regulations thereunder, all unvested PCSUs will vest at Target on a prorata basis if the Change in Control occurs during the 3-year Performance Period. A lump sum payment equal to the aggregate Fair Market Value of the PCSU (using the weighted average stock price on the last trading day immediately preceding the Change in Control) will be issued to the participant, within 30 days following the Change in Control unless the PCSUs were subject to a deferral election or mandatory deferral under IRC Section 162(m) as described below. In such event, payment of the PCSUs will be paid out at the earliest permitted under Code section 409A (and in accordance with any deferral elections previously made).

Termination of Employment: Except as provided below, no PCSUs will vest if an individual is not employed by Sonoco at the end of the performance period (December 31, 2018). In the event of involuntary termination, for reasons other than due to death or disability, the participant will forfeit all unvested PCSUs. If the participant leaves for death, disability, or retirement during the three-year performance period, the participant will be entitled to a settlement of any PCSUs that would otherwise vest at the end of the three-year performance period on a prorated basis equal to the time employed. Any vested PCSUs that were not subject to a deferral election (or subject to a mandatory deferral on account of Code Section 162(m) as described below) will be settled at the regular time following the completion of the three-year performance period.



### Performance Measures

The financial performance measures used to determine the number of performance units vested and their weightings are cumulative base earnings per share (as adjusted to exclude certain items) ("BEPS"), weighted 40%, and average return on net assets employed ("RONAE"), after adjusting to exclude certain items., weighted 60%. Three-year cumulative BEPS goals are determined by applying targeted growth rates to the BEPS of the most recently completed year end.

The targets for the January 1, 2016 through December 31, 2018 performance cycle are as follows:

	Threshold	Target	Maximum
	Vesting	Vesting	Vesting
Three-Year Cumulative BEPS <sup>2</sup> growth rate	6%	15%	24%
Average Three-Year RONAE <sup>3</sup>	10.30%	10.90%	11.40%

Base Earnings per Share (BEPS) represents the Company's diluted earnings per share under U.S. GAAP adjusted to exclude the after-tax impact of restructuring and restructuring-related asset impairment charges, acquisition-related costs, excess property insurance recoveries, environmental charges, and certain other items, if any, the exclusion of which management believes improves the comparability and analysis of the underlying financial performance of the business. Measurement of the achieved three-year cumulative BEPS performance level will exclude the effect of non-service cost related changes in pension and postretirement benefit plan expense from 2015 levels.

<sup>2</sup> The starting point for this performance measure is 2015's BEPS of \$2.51.

Required performance levels will be adjusted to reflect capital invested in acquisitions over the three-year period.

<sup>3</sup> The RONAE goals will be adjusted down for every dollar of capital investment made in acquisitions at an effective rate of 0.1% per \$100 Million of acquisition investment multiplied by the percentage of time remaining in the three-year performance cycle as of the date of the acquisition.

### Clawback Policy

The Board of Directors has adopted a "clawback" policy covering all payments of incentive-based compensation to current and former executive officers. The policy provides that, if the Company is required to restate its financial results because of its material noncompliance with any financial reporting requirement under the securities laws, the Company's Executive Compensation Committee (the "Committee") will review all awards or payments of any form of bonus or incentive-based compensation made to our current and former executive officers within the three-year period immediately preceding the date on which the Company is required to prepare the restatement. If the Committee determines that any such bonus and incentive awards or payments were based on erroneous data and would have been lower had they been calculated based on the restated results, the Committee will review the facts and circumstances and, to the extent permitted by applicable law, may seek to recover for the benefit of the Company the difference between the amounts awarded or paid and the amounts that would have been awarded or paid based on the restated results.

The Committee has sole discretion to determine whether, and the extent to which, to require any such repayment and to determine the form and timing of the repayment, which may include repayment by the executive officer or an adjustment to the payout of a future incentive.

### Impact of Restatement on PCSUs Granted in 2013, 2014 and 2015

As described in Sonoco's amended Annual Report on Form 10-K/A filed on August 25, 2015, the Company restated its previously reported financial statements for the years ended December 31, 2012, 2013, and 2014, as a result of financial misstatements at a contract packaging center in Irapuato, Mexico.

Given this restatement, on February 10, 2016, pursuant to the Clawback Policy outlined above, the Executive Compensation Committee of Sonoco's Board of Directors approved the method of calculating plan payouts using



restated base earnings per share (“BEPS”). The Committee maintained the original year-over-year percentage growth targets established for each of the plans. However, the starting points for applying the year-over-year growth rates for the purposes of the PCSUs granted in 2013, 2014, and 2015, were updated to reflect the restated BEPS.

In addition, the Committee modified the calculation of 2015 BEPS by including the negative impact of legal fees associated with Irapuato.

**SIGNATURE**

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.

**SONOCO PRODUCTS COMPANY**

Date: February 16, 2016

By: /s/ Barry L. Saunders  
Barry L. Saunders  
Senior Vice President and Chief Financial Officer