

AVERY DENNISON CORPORATION

Form 8-K

October 27, 2009

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**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  
October 27, 2009  
Date of Report  
AVERY DENNISON CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-7685**

**95-1492269**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**150 North Orange Grove Boulevard  
Pasadena, California**

**91103**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(626) 304-2000**

(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 (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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**Section 2 Financial Information**

**Item 2.02 Results of Operations and Financial Condition.**

Avery Dennison Corporation's (the Company) news release dated October 27, 2009, regarding its preliminary, unaudited financial results for the third quarter of 2009, is attached hereto as Exhibit 99.1. This information is being furnished (not filed) under this Form 8-K. Additionally, the Company will discuss its preliminary financial results during a webcast and teleconference call today at 2:00 p.m. (EDT). To access the webcast and teleconference call, please go to the Company's Web site at <http://www.investors.averydennison.com>.

Avery Dennison Corporation's presentation dated October 27, 2009, regarding its preliminary financial review and analysis for the third quarter of 2009, is attached hereto as Exhibit 99.2. This information is being furnished (not filed) under this Form 8-K. Additionally, this information is available on the Company's Web site at <http://www.investors.averydennison.com>.

**Section 5 Corporate Governance and Management**

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On October 22, 2009, the Board of Directors (Board) of the Company elected Debra L. Reed to the Board. In connection with Ms. Reed's election, the Board amended the Company's Bylaws to provide that the Board shall have twelve (12) members, Richard M. Ferry resigned from the Board as a Class II director, Ms. Reed was elected as a Class II director and Mr. Ferry was reelected as a Class III director. The resignation and reelection of Mr. Ferry was effected in order to more evenly distribute the number of directors among each of our three classes of directors after Mr. Ferry retires following the annual stockholders meeting in 2010 pursuant to the retirement provision of the Company's Bylaws. The balancing of the number of directors in each class was effected through the resignation and reelection of Mr. Ferry solely to satisfy the requirements of the Delaware General Corporation Law and, for all other purposes, Mr. Ferry's service on the Board is deemed to have continued uninterrupted and Mr. Ferry will continue to serve on the Audit Committee, the Compensation and Executive Personnel Committee and the Nominating and Governance Committee. Ms. Reed was appointed to the Compensation and Executive Personnel Committee. A copy of the news release announcing Ms. Reed's election to the Board is attached as Exhibit 99.3 hereto.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 22, 2009, the Board amended Section 2 of Article III of the Company's Bylaws to increase the size of the Board of Directors from 11 to 12 members. The text of the amended Section 2 of Article III of the Bylaws is attached as Exhibit 3.2.1 hereto.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

3.2.1 Amended Section 2 of Article III of the Bylaws

99.1 On October 27, 2009, Avery Dennison Corporation issued a news release announcing its preliminary, unaudited financial results for the third quarter ending October 3, 2009.

99.2 On October 27, 2009, Avery Dennison Corporation provided a presentation regarding its preliminary financial review and analysis for the third quarter ending October 3, 2009.

99.3 News release dated October 22, 2009

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**SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS**

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements contained in this report on Form 8-K and in Exhibit 99.1 and Exhibit 99.2 are forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Such forward-looking statements and financial or other business targets are subject to certain risks and uncertainties. Actual results and trends may differ materially from historical or anticipated results depending on a variety of factors, including but not limited to risks and uncertainties relating to investment in development activities and new production facilities; fluctuations in cost and availability of raw materials; ability of the Company to achieve and sustain targeted cost reductions; ability of the Company to generate sustained productivity improvement; successful integration of acquisitions; successful implementation of new manufacturing technologies and installation of manufacturing equipment; the financial condition and inventory strategies of customers; customer and supplier concentrations; changes in customer order patterns; loss of significant contract(s) or customer(s); timely development and market acceptance of new products; fluctuations in demand affecting sales to customers; impact of competitive products and pricing; selling prices; business mix shift; volatility of capital and credit markets; impairment of capitalized assets, including goodwill and other intangibles; credit risks; ability of the Company to obtain adequate financing arrangements and to maintain access to capital; fluctuations in interest and tax rates; fluctuations in pension, insurance and employee benefit costs; impact of legal proceedings, including a previous government investigation into industry competitive practices, and any related proceedings or lawsuits pertaining thereto or to the subject matter thereof related to the concluded investigation by the U.S. Department of Justice ( DOJ ) (including purported class actions seeking treble damages for alleged unlawful competitive practices, which were filed after the announcement of the DOJ investigation), as well as the impact of potential violations of the U.S. Foreign Corrupt Practices Act; changes in tax laws and regulations; changes in governmental regulations; changes in political conditions; fluctuations in foreign currency exchange rates and other risks associated with foreign operations; worldwide and local economic conditions; impact of epidemiological events on the economy and the Company's customers and suppliers; acts of war, terrorism, and natural disasters; and other factors.

The Company believes that the most significant risk factors that could affect its financial performance in the near-term include (1) the impact of economic conditions on underlying demand for the Company's products and on the carrying value of its assets; (2) the impact of competitors' actions, including pricing, expansion in key markets, and product offerings; (3) the degree to which higher costs can be offset with productivity measures and/or passed on to customers through selling price increases, without a significant loss of volume; (4) the impact of an increase in costs associated with the Company's debt; and (5) the ability of the Company to achieve and sustain targeted cost reductions.

For a more detailed discussion of these and other factors, see Part I, Item 1A. Risk Factors and Part II, Item 7.

Management's Discussion and Analysis of Results of Operations and Financial Condition in the Company's Form 10-K, filed on February 25, 2009. The forward-looking statements included in this Form 8-K are made only as of the date of this Form 8-K, and the Company undertakes no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

The financial information presented in the news release, included as an Exhibit to this Current Report, represents preliminary, unaudited financial results.

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**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.

**AVERY DENNISON CORPORATION**

Date: October 27, 2009

By: /s/ Daniel R. O Bryant

Name: Daniel R. O Bryant

Title: Executive Vice President, Finance  
and Chief Financial Officer

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EXHIBIT LIST

Exhibit No.	Description
3.2.1	Amended Section 2 of Article III of the Bylaws
99.1	News release dated October 27, 2009
99.2	Presentation dated October 27, 2009
99.3	News release dated October 22, 2009