

SONOCO PRODUCTS CO
Form S-8 POS
August 21, 2015

Registration No. 333-184692

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
(Post-Effective Amendment No. 1)

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SONOCO PRODUCTS COMPANY
(Exact name of registrant as specified in its charter)

South Carolina
(State or other jurisdiction of
incorporation or organization)

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

One North Second Street, Hartsville, South Carolina 29550
(Address of principal executive offices and zip code)

SONOCO PRODUCTS COMPANY
Sonoco Products Company 2012 Long-Term Incentive Plan
(Full title of the plan)

Barry L. Saunders
Senior Vice President and
Chief Financial Officer
Sonoco Products Company
One North Second Street
Hartsville, South Carolina 29550
(Name and address of agent for service)

Copies to:
Suzanne Hulst Clawson, Esquire
George S. King, Jr., Esquire
Haynsworth Sinkler Boyd, P.A.
1201 Main Street, Suite 2200
Columbia, South Carolina 29201
(803) 779-3080

(843) 383-7000
(Telephone number, including
area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x
Non-accelerated filer o (Do not check if a smaller reporting company)
company o

Accelerated filer o
Smaller reporting
company o

INTRODUCTION

This Post-Effective Amendment No. 1 to Registration Statement No. 333-184692 on Form S-8 is being filed for the purpose of removing from registration any securities that have been registered for issuance but remain unsold under the Sonoco Products Company 2012 Long-Term Incentive Plan (the "Plan"), as well as the indeterminate number of shares originally registered for issuance to prevent dilution in the event of stock splits, stock dividends or similar transactions with respect to shares acquired pursuant to the terms of the Plan. This Post-Effective Amendment No. 1 is being filed pursuant to the undertaking in Part II, Item 9(3) of the Registration Statement because, effective August 12, 2015, the Registrant has terminated the offering of securities pursuant to the Plan.

TERMINATION OF REGISTRATION

Based on the foregoing Explanatory Note, the Registrant is, therefore, filing this Post-Effective Amendment No. 1 to Registration Statement No. 333-184692 on Form S-8 to deregister all of the shares of Sonoco Products Company Common Stock that remained available for issuance under the Plan, but unsold, upon termination of the offering on August 12, 2015, as well as the indeterminate number of shares originally registered for issuance to prevent dilution in the event of stock splits, stock dividends or similar transactions with respect to shares acquired pursuant to the terms of the Plan.

SIGNATURES

The Registrant

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hartsville, State of South Carolina on August 21, 2015.

Sonoco Products Company

By: s/M. Jack Sanders
M. Jack Sanders
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities indicated on August 21, 2015.

Sonoco Products Company

By: s/Barry L. Saunders
Barry L. Saunders
Senior Vice President and Chief Financial Officer
(principal accounting officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities indicated on August 21, 2015.

| | |
|-------------------|--|
| s/M. Jack Sanders | President, Chief Executive Officer and Director |
|-------------------|--|

M. Jack Sanders

Executive Chairman

Harris E. DeLoach, Jr.

Director

Harry A. Cockrell

s/Pamela L. Davies
Pamela L. Davies

Director

s/John R. Haley
John R. Haley

Director

s/Richard G. Kyle
Richard G. Kyle

Director

s/Edgar H. Lawton, III
Edgar H. Lawton, III

Director

Director

John E. Linville

s/Blythe J. McGarvie
Blythe J. McGarvie

Director

s/James M. Micali
James. M. Micali

Director

s/Sundaram Nagarajan
Sundaram Nagarajan

Director

s/ Marc D. Oken
Marc D. Oken

Director

Director

Thomas E. Whiddon