

CROWN HOLDINGS INC
Form DEF 14A
March 18, 2019

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Materials Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

Crown Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.1

(1) Title of each class of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Tule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Crown Holdings, Inc.
770 Township Line Road
Yardley, Pennsylvania 19067

NOTICE OF 2019 ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of CROWN HOLDINGS, INC. (the “Company”) will be held at the Company’s Corporate Headquarters located at 770 Township Line Road, Yardley, Pennsylvania on the 25th day of April 2019 at 9:30 a.m. local time to elect Directors; to ratify the appointment of independent auditors for the fiscal year ending December 31, 2019; to vote on an advisory resolution to approve executive compensation for the Named Executive Officers as disclosed in this Proxy Statement (the “Say-on-Pay” vote); if properly presented, to consider and act upon a Shareholder proposal requesting the Board of Directors to adopt a policy for an independent Board Chairman; and to transact such other business as may properly come before the Annual Meeting.

Only Shareholders of Common Stock of record as of the close of business on March 5, 2019 will be entitled to vote.

By Order of the Board of Directors

ADAM J. DICKSTEIN
Corporate Secretary

Yardley, Pennsylvania
March 18, 2019

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on April 25, 2019:

The Proxy Statement and Proxy Card relating to the Annual Meeting of Shareholders
and the Annual Report to Shareholders are available at
<https://www.crowncork.com/investors/proxy-online>

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2019 PROXY STATEMENT SUMMARY

This is a summary only and does not contain all of the information that you should consider. We urge you to carefully read the entire Proxy Statement before voting.

Crown Holdings, Inc. - 2019 Annual Meeting

Time and Date: 9:30 a.m. local time, April 25, 2019

Place: 770 Township Line Road
Yardley, Pennsylvania

Record Date: March 5, 2019. Only Shareholders of record of the Company’s Common Stock at the close of business on the Record Date will be entitled to vote at the Annual Meeting.

2019 Annual Meeting Proposals

Agenda Item	Board Recommendation	Page
1. Election of Directors	FOR EACH DIRECTOR NOMINEE	18
2. Ratification of appointment of Independent Auditors	FOR	60
3. Advisory vote to approve executive compensation	FOR	61
4. Shareholder proposal requesting the Board of Directors to adopt a policy for an independent Board Chairman	AGAINST	62

How to Cast Your Vote

You can vote by any of the following methods:

Internet	Phone	Mail	In Person
www.proxypush.com/cck Deadline for voting online is 11:59 p.m. (CT) on April 24, 2019.	1-866-883-3382 Deadline for voting by phone is 11:59 p.m. (CT) on April 24, 2019.	Mark, sign and date your proxy card and return it in the postage-paid envelope provided. Your proxy card must be received before the Annual Meeting.	For instructions on attending the Annual Meeting, please see “Questions and Answers

about the 2019
Annual Meeting” on
page 12.

Proposal 1: Election of Directors

There are eleven nominees for election to the Board of Directors. Additional information on each nominee may be found under Proposal 1: Election of Directors, beginning on page 18.

Committee Memberships

Name and Primary Occupation	Age	Director Since	Independent	A	C	NCG	E
John W. Conway Chairman of the Board of the Company	73	1997	Yes				Chair
Timothy J. Donahue President and Chief Executive Officer of the Company	56	2015	No				
Andrea J. Funk VP Finance, Americas of EnerSys	49	2017	Yes				
Rose Lee President of DuPont Safety & Construction	53	2016	Yes				
William G. Little Former Chairman and Chief Executive Officer of West Pharmaceutical Services	76	2003	Yes			Chair	
Hans J. Löliger Vice Chairman of GTF Holding	76	2001	Yes		Chair		
James H. Miller Former Chairman and Chief Executive Officer of PPL Corporation	70	2010	Yes				
Josef M. Müller	71	2011	Yes				

Former President of Swiss Association of Branded Consumer Goods “PROMARCA” Caesar F. Sweitzer Former Senior Advisor and Managing Director of Citigroup Global Markets Jim L. Turner Principal of JLT Beverages; Chairman of Dean Foods William S. Urkiel Former Senior Vice President and Chief Financial Officer of IKON Office Solutions	68	2014	Yes	Chair
73	2005	Yes		
73	2004	Yes		

A: Audit Committee C: Compensation Committee NCG: Nominating and Corporate Governance Committee E: Executive Committee

BOARD TENURE

Less than 6 years 6 – 10 years More than 10 years