

PACKAGING CORP OF AMERICA
Form 8-K
May 15, 2014

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): May 15, 2014

(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Delaware (State or other jurisdiction of incorporation) | 1-15399 (Commission File Number) | 36-4277050 (IRS Employer Identification No.) |
|--|--|--|

1955 West Field Court, Lake Forest, Illinois 60045
(Address of Principal Executive Offices, including Zip Code)

(847) 482-3000
(Registrants' Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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))
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Item 5.07. Submission of Matters to a Vote of Security Holders

On May 13, 2014, Packaging Corporation of America held its Annual Meeting of Stockholders, at which ten directors were elected to the board, the “say on pay” proposal was approved and the appointment of KPMG LLP as the independent registered accounting firm for the year ended December 31, 2014 was ratified. The voting results on the proposals at the meeting are as follows:

Election of Directors. Votes for, votes withheld, and broker non-votes, by nominee, were as follows:

| Nominee | For | Against | Abstain | Broker Non-Vote |
|--------------------|------------|-----------|---------|-----------------|
| Paul T. Stecko | 83,338,554 | 710,106 | 108,008 | 6,137,351 |
| Cheryl K. Beebe | 83,901,352 | 150,285 | 105,031 | 6,137,351 |
| Hasan Jameel | 83,884,385 | 164,400 | 107,883 | 6,137,351 |
| Mark W. Kowlzan | 83,898,001 | 152,100 | 106,567 | 6,137,351 |
| Robert C. Lyons | 83,893,658 | 154,496 | 108,514 | 6,137,351 |
| Thomas P. Maurer | 83,779,631 | 269,582 | 107,455 | 6,137,351 |
| Samuel M. Mencoff | 83,353,854 | 696,464 | 106,350 | 6,137,351 |
| Roger B. Porter | 82,219,096 | 1,829,404 | 108,168 | 6,137,351 |
| Thomas S. Souleles | 83,796,540 | 251,698 | 108,430 | 6,137,351 |
| James D. Woodrum | 83,810,610 | 236,035 | 110,023 | 6,137,351 |

Say-on-Pay Proposal: 80,378,718 votes for, 3,001,333 votes against, 776,617 abstentions and 6,137,351 broker non-votes.

Ratification of KPMG LLP: 89,968,183 votes for, 189,410 votes against, and 136,426 abstentions.

Item 7.01. Regulation FD Disclosure

The following information, including the exhibit described below, shall not be deemed “filed” hereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On May 14, 2014, Packaging Corporation of America announced that its Board of Directors had approved a regular quarterly cash dividend of \$0.40 per share on its common stock. The quarterly dividend will be paid on July 15, 2014 to shareholders of record as of June 15, 2014. The press release is furnished as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(D) Exhibits

99.1 First Quarter 2014 Earnings Press Release dated April 22, 2014.

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.

PACKAGING CORPORATION OF AMERICA
(Registrant)

By: /s/ KENT A. PFLEDERER
Senior Vice President, General Counsel and
Secretary

Date: May 15, 2014