

APTARGROUP INC  
Form 8-K  
September 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**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): **September 5, 2012**

**APTARGROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**1-11846**  
(Commission  
File Number)

**36-3853103**  
(IRS Employer  
Identification  
No.)

**475 West Terra Cotta Avenue, Suite E, Crystal Lake Illinois**  
(Address of Principal Executive Offices)

**60014**  
(Zip Code)

Registrant's telephone number, including area code: **(815) 477-0424**

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**Not Applicable**

(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:

- 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 1.01. Entry into a Material Definitive Agreement.

AptarGroup, Inc. (the Company) entered into a Second Supplemental Note Purchase Agreement, dated as of September 5, 2012 (the Second Supplemental NPA), with the purchasers listed in Exhibit A thereto pursuant to which the Company issued and sold \$75,000,000 of its 3.25% Series 2008-C-1 Senior Notes due September 5, 2022 (the Series-C-1 Notes) and \$50,000,000 of its 3.40% Series 2008-C-2 Notes due September 5, 2024 (the Series 2008-C-2 Notes, and, together with the Series 2008-C-1 Notes, the Notes) in a private placement to various institutional investors.

The Second Supplemental NPA contains customary terms and conditions and supplements that certain Note Purchase Agreement, dated as of July 31, 2008 (the 2008 NPA), among the Company and each of the purchasers listed in Schedule A thereto, as amended by that certain First Amendment to Note Purchase Agreement, dated as of November 30, 2010, among the Company and each of the institutions listed as signatories thereto and as supplemented by that certain Supplemental Purchase Agreement, dated as of November 30, 2010, among the Company and each of the purchasers listed on Schedule A thereto. The 2008 NPA, as so supplemented and amended and as supplemented by the Second Supplemental NPA, is referred to herein as the Agreement.

The Company used the proceeds from the sale of the Notes to repay existing indebtedness of the Company.

Pursuant to the Agreement, the Company will pay interest on the outstanding balance of the Notes at the stated rates per annum from the date of the issuance of the Notes, payable semiannually commencing on March 5, 2013, until such principal becomes due and payable.

The Company may from time to time, at its option, upon notice, prepay prior to maturity all or any part of the principal amount of the Notes, together with accrued interest and the Make-Whole Amount (as defined in the Agreement), as specified in the Agreement.

The Notes will automatically become immediately due and payable without notice upon the occurrence of an event of default involving insolvency or bankruptcy of the Company or any Significant Subsidiary (as defined in the Agreement). In addition, by notice given to the Company, any holder or holders of more than 50% in principal amount of the Notes, at its or their option, may declare all of the Notes to be immediately due and payable upon the occurrence and continuation of any other event of default, and, by notice given to the Company, any holder of the Notes may, at its option, declare all of the Notes held by such holder to be immediately due and payable in the event that the Company defaults in the payment of any payment due and payable under the Agreement.

A copy of the Second Supplemental NPA is filed as Exhibit 4.4 to this report; a copy of the form of the Series 2008-C-1 Notes is filed as Exhibit 4.5 to this report; and a copy of the form of the Series 2008-C-2 Notes is filed as Exhibit 4.6 to this report. The foregoing description of the Second Supplemental NPA and the Notes is qualified in its entirety by reference to the full text of the Second Supplemental NPA and the forms of the Notes, which is incorporated by reference herein.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in Item 1.01 above is incorporated herein by reference to the extent applicable.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
4.1	Second Supplemental Note Purchase Agreement, dated as of September 5, 2012, among the Company and each of the purchasers listed in Exhibit A thereto.
4.2	Form of AptarGroup, Inc. 3.25% Series 2008-C-1 Senior Notes Due September 5, 2022.
4.3	Form of AptarGroup, Inc. 3.40% Series 2008-C-2 Senior Notes Due September 5, 2024.

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.

APTARGROUP, INC.

Date: September 5, 2012

By:

/s/ Robert W. Kuhn  
Robert W. Kuhn  
Executive Vice President, Chief Financial Officer and  
Secretary

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
4.1	Second Supplemental Note Purchase Agreement, dated as of September 5, 2012, among the Company and each of the purchasers listed in Exhibit A thereto.
4.2	Form of AptarGroup, Inc. 3.25% Series 2008-C-1 Senior Notes Due September 5, 2022.
4.3	Form of AptarGroup, Inc. 3.40% Series 2008-C-2 Senior Notes Due September 5, 2024.