ARMSTRONG CONTAINERS INC
Form 424B3
March 30, 2011
Table of Contents

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Registration No. 333-172764

Prospectus

$205,000,000

BWAY Holding Company

Exchange Offer for

10% Senior Notes due 2018

Offer (which we refer to as the Exchange Offer) for outstanding 10% Senior Notes due 2018, in the aggregate principal amount of $205,000,000 (which we refer to as the Old Notes) in exchange for up to $205,000,000 in aggregate principal amount of 10% Senior Notes due 2018 which have been registered under the Securities Act (which we refer to as the Exchange Notes and, together with the Old Notes, the notes).

Material Terms of the Exchange Offer:

Expires 5:00 p.m., New York City time, April 27, 2011, unless extended.

You may withdraw tendered outstanding Old Notes any time before the expiration of the Exchange Offer.

Not subject to any condition other than that the Exchange Offer does not violate applicable law or any interpretation of the staff of the United States Securities and Exchange Commission (the SEC).

We can amend or terminate the Exchange Offer.

We will not receive any proceeds from the Exchange Offer.

The exchange of Old Notes for the Exchange Notes should not be a taxable exchange for United States federal income tax purposes. See Certain United States Federal Income Tax Considerations.

Terms of the Exchange Notes:

The terms of the Exchange Notes are substantially identical to those of the outstanding Old Notes, except the transfer restrictions, registration rights and additional interest provisions relating to the Old Notes do not apply to the Exchange Notes.

The Exchange Notes and the related guarantees will be our and the guarantors general unsecured senior obligations, will rank equally in right of payment with all of our and the guarantors existing and future senior unsecured indebtedness and will be effectively subordinated to all of our and the guarantors existing and future senior secured indebtedness to the extent of the value of the collateral securing such indebtedness, including borrowings under our senior secured credit facilities (the Senior Secured Credit Facilities), and will be effectively subordinated to all obligations of our subsidiaries that do not guarantee the Exchange Notes. In addition, the Exchange Notes will be senior to any of our and the guarantors existing and future subordinated indebtedness.

The Exchange Notes will mature on June 15, 2018. The Exchange Notes will bear interest semi-annually in cash in arrears on June 15 and December 15 of each year. No interest will be paid on either the Exchange Notes or the Old Notes at the time of the exchange. The Exchange Notes will accrue interest from and including the last interest payment date on which interest has been paid on the Old Notes.

We may redeem the Exchange Notes in whole or in part from time to time. See Description of the Exchange Notes.

Upon the occurrence of specific kinds of changes of control, we must offer to repurchase all of the Exchange Notes at 101% of their principal amount, plus accrued and unpaid interest, if any, to the repurchase date.

For a discussion of the specific risks that you should consider before tendering your outstanding Old Notes in the Exchange Offer, see Risk Factors beginning on page 16 of this prospectus.

There is no established trading market for the Old Notes or the Exchange Notes.

Each broker-dealer that receives Exchange Notes for its own account pursuant to the Exchange Offer must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. A broker dealer who acquired Old Notes as a result of market making or other trading activities may use this Exchange Offer prospectus, as supplemented or amended from time to time, in connection with any resales of the Exchange Notes.

Neither the SEC nor any state securities commission has approved or disapproved of the Exchange Notes or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is March 29, 2011

TABLE OF CONTENTS

	Page
Prospectus Summary	1
Risk Factors	16
Disclosure Regarding Forward-Looking Statements	23
Ratio of Earnings to Fixed Charges	24
Exchange Offer	25
Use of Proceeds	35
Capitalization	36
Unaudited Pro Forma Condensed Consolidated Financial Information	37
Selected Historical Consolidated Financial Information	42
Management s Discussion and Analysis of Financial Condition and Results of Operations	46
Business	77
Management	91
Executive and Director Compensation	93
Security Ownership of Certain Beneficial Owners and Management	110
Certain Relationships and Related Party Transactions	111
Description of the Exchange Notes	113
Book-entry, Delivery and Form	169
Certain United States Federal Income Tax Considerations	171
Plan of Distribution	172
Legal Matters	174
Experts	174
Where You Can Find More Information	174
Index to Financial Statements	F-1

Each broker-dealer that receives Exchange Notes for its own account in exchange for Old Notes that were acquired as a result of market-making or other trading activities must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. By so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. A broker dealer who acquired Old Notes as a result of market making or other trading activities may use this prospectus, as supplemented or amended from time to time, in connection with any resales of the Exchange Notes. We have agreed that, for a period of up to 180 days after the closing of the Exchange Offer, we will make this prospectus available for use in connection with any such resale. See Plan of Distribution .

You should rely only on the information contained in this prospectus. We have not authorized any person to provide you with information different from that contained in this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy securities other than those specifically offered hereby or an offer to sell any securities offered hereby in any jurisdiction where, or to any person whom, it is unlawful to make such an offer or solicitation. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our 10% Senior Notes due 2018.

BWAY Holding Company is a Delaware corporation (BWAY or the Predecessor) and the wholly-owned direct subsidiary of BWAY Intermediate Company, Inc., a Delaware corporation (formerly known as Picasso Intermediate, Inc., Holdings or the Successor). In this prospectus, unless otherwise indicated or the context otherwise requires, issuer refers to BWAY Holding Company and not to any of its subsidiaries or to Holdings; we, us, our and the Company refer to BWAY Holding Company, Holdings and their subsidiaries; and initial purchasers refers to Banc of America Securities LLC, Deutsche Bank Securities Inc. and Barclays Capital Inc., the initial purchasers of the Old Notes.

Table of Contents

PROSPECTUS SUMMARY

This summary highlights selected information appearing elsewhere in this prospectus. This summary is not complete and does not contain all of the information that you should consider before deciding whether to participate in the Exchange Offer. You should carefully read the entire prospectus, including the section entitled Risk Factors beginning on page 14 and our financial statements and the notes to those financial statements.

Our Company

We manufacture and distribute metal and rigid plastic containers that are used primarily by manufacturers of industrial and consumer products for packaging. We have operations in the United States, Canada and Puerto Rico and primarily sell to customers located in these geographic areas. We are a leading North American manufacturer of general line rigid metal and plastic containers for customers serving a wide variety of end-markets across various industries. Based on sales, we believe that we have leading U.S. market shares in metal paint cans, metal specialty cans, steel pails, ammunition boxes, plastic pails, plastic tight-head containers and plastic paint bottles, and leading Canadian market shares in steel and plastic pails. These products together represented over 80% of our net sales in fiscal year 2010. In fiscal 2010, approximately 64% of our net sales were in our metal packaging segment and approximately 36% of our net sales were in our plastic packaging segment. We believe that our metal and plastic products, which we manufacture in our 24 strategically located facilities across the United States, Canada and Puerto Rico, are complementary products and provide us with a competitive advantage in serving and expanding our customer base. We believe that we are the only company in North America with the ability to service our customers on a national basis in both general line rigid metal and plastic packaging.

Our products include:

- *Metal Containers*. General line rigid metal containers made from steel, including paint cans and components, aerosol cans, steel pails, oblong cans, a variety of other specialty cans and ammunition boxes. Our customers use our metal containers to package paint, household and personal care products, automotive after-market products, paint thinners, driveway and deck sealants and other end-use products; and

- *Plastic Containers.* Injection-molded plastic pails and blow-molded tight-head containers, hybrid and all-plastic paint cans, bottles and drums. Our customers use our plastic container products to package petroleum products, agricultural chemicals, other chemical applications, paint, ink, edible oils, high-solid coatings, roofing mastic and adhesives, driveway sealants and other end-use products.

Metal containers are attractive to many of our customers due to steel s strength and non-permeability, its ability to hold highly volatile and solvent-based liquids and its fire safety characteristics. Aerosol cans, which are a type of metal container, provide an effective system of delivery for a controlled spray pattern and are the preferred packaging for certain products. Plastic containers are attractive to many of our customers due to plastic s durability, weight and corrosion resistance. In addition, plastic continues to prove adaptable to a wide variety of container end markets including paint and building products, non-retail food services, janitorial and chemical, agriculture, oil and petroleum, inks and other general industries. Hybrid containers combine plastic with metal closure components, allowing for enhanced closure functionality while remaining lightweight and dent resistant.

Table of Contents

The Transactions

On June 16, 2010, BWAY Parent Company, Inc. (f/k/a Picasso Parent Company, Inc.) (Parent) through its 100% owned subsidiary Holdings acquired all of the outstanding capital stock of the issuer for approximately $508.2 million in cash, including the settlement of outstanding stock options. Parent is 100% owned by investment funds (the MDP Investment Funds) associated with Madison Dearborn Partners, LLC (Madison Dearborn) and certain members of our management. Parent and Holdings are Delaware corporations formed by Madison Dearborn solely for the purpose of completing the transactions described in this prospectus and, concurrently with the closing of the acquisition, Holdings 100% owned subsidiary, Picasso Merger Sub, Inc. (Merger Sub) was merged with and into BWAY, which was the surviving corporation and assumed the obligations of Merger Sub, including under the notes and the related indenture (the Merger). The agreement and plan of merger (the Merger Agreement) and related documents resulted in the following events, which we refer to as the Transactions :

- the cash equity contributions by the MDP Investment Funds and certain members of our management to Parent for approximately $293.8 million;
- Merger Sub s entry into the Senior Secured Credit Facilities, consisting of a $490 million senior secured term loan (the Term Loan) and a $75 million senior secured revolving credit facility (the Revolver) and the repayment of BWAY s previously existing senior secured credit facility;
- Merger Sub s repurchase pursuant to a tender offer of 100% of the approximately $228.5 million aggregate principal amount of BWAY Corporation s 10% Senior Subordinated Notes due 2014 (the 2014 Notes);
- the offering of the Old Notes by Merger Sub;
- the merger of Merger Sub with and into BWAY in the Merger, with BWAY as the surviving corporation, and the payment of approximately $508.2 million in cash consideration to BWAY s equityholders; and
- the payment of approximately $87.6 million of fees and expenses, including original issue discount (OID) on the Term Loan and the Old Notes, and tender and consent payments on the 2014 Notes in connection with the Transactions.

Immediately following the consummation of the Transactions, BWAY became a wholly-owned indirect subsidiary of Parent, with MDP Investment Funds and certain members of our management indirectly owning all of BWAY s equity interests.

Sources and Uses of Funds

The following table illustrates the sources and uses of funds for the Transactions.

Sources of Funds	Amount (in millions)	Uses of Funds	Amount (in millions)
Cash and cash equivalents(1)	$ 35.5	Equity purchase price	$ 508.2
Senior Secured Credit Facilities:		Refinance existing debt(5)	428.5
Revolver(2)		Tender and consent payments	28.6
Term Loan(3)	490.0	Fees and expenses(6)	59.0
Old Notes(4)	205.0		
Equity	293.8		
Total sources	$ 1,024.3	Total uses	$ 1,024.3

Table of Contents

(1) Represents a portion of the cash and cash equivalents which was available at the closing of the Transactions.

(2) As of the closing of the Transactions, there were no borrowings drawn on the Revolver. However, we had $5.4 million of letters of credit outstanding, which reduced availability under the Revolver to $69.6 million. See Description of Certain Indebtedness Senior Secured Credit Facilities.

(3) Reflects the principal amount of the indebtedness and does not reflect OID of approximately $2.5 million.

(4) Reflects the principal amount of the indebtedness and does not reflect OID of approximately $2.8 million on the Old Notes.

(5) Based upon outstanding indebtedness and unpaid and accrued interest as of closing of the Transaction. It includes $424.2 million principal value of debt and $4.3 million of accrued interest.

(6) Reflects fees and expenses associated with the Transactions, including OID on the Term Loan and the Old Notes.

Table of Contents

Corporate Structure

The following chart summarizes our corporate structure and principal indebtedness as of December 31, 2010:

(1) Certain members of our management entered into equity arrangements with Parent in connection with the acquisition of BWAY to purchase common stock of Parent representing approximately 2% of the issued and

4

Table of Contents

outstanding shares of Parent as of the closing of the Transactions. Certain members of our management have also been granted options to purchase Parent common stock representing approximately 10% of the fully diluted capital stock of Parent.

(2) Our non-guarantor subsidiary was the obligor of $41.8 million of the Term Loan as of December 31, 2010.

(3) Our non-guarantor subsidiary held approximately $77.0 million, or 5.6%, of our total assets and $48.7 million, or 4.5%, of our total liabilities as of December 31, 2010 and accounted for approximately $8.3 million, or 3.5%, of our total revenue for the three months ended December 31, 2010.

Market and Industry Data

The references in this prospectus to market positions or market share are based on information derived from annual reports, trade publications and management estim