

WALL THOMAS R IV  
Form 3  
June 12, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â KELSO GP VI LLC  
(Last) (First) (Middle)

C/O KELSO AND COMPANY,Â 320 PARK AVENUE, 24TH FLOOR

(Street)

NEW YORK,Â NYÂ 10022

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
06/12/2007

3. Issuer Name and Ticker or Trading Symbol  
BWAY CORP [BWAY]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer \_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

15,726,708.2

I (1) (2) (3)  
(4)

By Kelso Investment Associates VI, L.P. (1) (2) (3) (4)

Common Stock

1,916,926

I (1) (2) (3)  
(4)

By KEP VI, LLC (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KELSO GP VI LLC<br>C/O KELSO AND COMPANY<br>320 PARK AVENUE, 24TH FLOOR<br>NEW YORK, NY 10022    | ^             | ^ X       | ^       | ^     |
| BERNEY PHILIP E<br>C/O KELSO AND COMPANY<br>320 PARK AVENUE, 24TH FLOOR<br>NEW YORK, NY 10022    | ^             | ^ X       | ^       | ^     |
| BYNUM FRANK K<br>C/O KELSO AND COMPANY<br>320 PARK AVENUE, 24TH FLOOR<br>NEW YORK, NY 10022      | ^             | ^ X       | ^       | ^     |
| Connors James J II<br>C/O KELSO AND COMPANY<br>320 PARK AVENUE, 24TH FLOOR<br>NEW YORK, NY 10022 | ^             | ^ X       | ^       | ^     |
| GOLDBERG MICHAEL B<br>C/O KELSO AND COMPANY<br>320 PARK AVENUE, 24TH FLOOR<br>NEW YORK, NY 10022 | ^             | ^ X       | ^       | ^     |
| Loverro Frank J<br>C/O KELSO AND COMPANY<br>320 PARK AVENUE, 24TH FLOOR<br>NEW YORK, NY 10022    | ^             | ^ X       | ^       | ^     |
| MATELICH GEORGE E<br>C/O KELSO AND COMPANY<br>320 PARK AVENUE, 24TH FLOOR<br>NEW YORK, NY 10022  | ^             | ^ X       | ^       | ^     |
| NICKELL FRANK T<br>C/O KELSO AND COMPANY<br>320 PARK AVENUE, 24TH FLOOR<br>NEW YORK, NY 10022    | ^             | ^ X       | ^       | ^     |
|  | ^ X           | ^ X       | ^       | ^     |

WAHRHAFTIG DAVID I  
C/O KELSO AND COMPANY  
320 PARK AVENUE, 24TH FLOOR  
NEW YORK NY 10022

WALL THOMAS R IV  
C/O KELSO AND COMPANY  
320 PARK AVENUE, 24TH FLOOR  
NEW YORK NY  
X X X X

## Signatures

James J. Connors, II  
Attorney-in-fact  
06/12/2007

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Kelso GP VI, LLC (GP VI) is the general partner of Kelso Investment Associates VI, L.P. (KIA VI). GP VI disclaims beneficial ownership of the securities owned of record by KIA VI except to the extent of GP VI's pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.
  - (2) GP VI and KEP VI, LLC (KEP VI), due to their common control, could be deemed to beneficially own each of the other's securities. GP VI disclaims beneficial ownership of all the securities owned of record by KEP VI and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Securities 16 or for any other purposes.
  - (3) KIA VI and KEP VI, due to their common control, could be deemed to beneficially own each of the other's securities. KIA VI and KEP VI each disclaim beneficial ownership of all of the securities owned of record by the other and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Securities 16 or for any other purposes.
  - (4) Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig and Wall may be deemed to share beneficial ownership of securities owned of record by KIA VI and KEP VI, by virtue of their status as managing members of KEP VI and GP VI, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig and Wall is the beneficial owner of these securities for purposes of Section 16 or for any other purposes.

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### Remarks:

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this is

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.