

Edgar Filing: SILGAN HOLDINGS INC - Form SC 13G/A

SILGAN HOLDINGS INC
Form SC 13G/A
February 13, 2018

SCHEDULE 13G

Amendment No. 7
SILGAN HLDGS INC
COMMON STOCK

Cusip #827048109

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

Cusip #827048109

Item 1: Reporting Person - FMR LLC

Item 2: (a) ☐

(b) ☐

Item 4: Delaware

Item 5: 408,154

Item 6: 0

Item 7: 12,067,812

Item 8: 0

Item 9: 12,067,812

Item 11: 10.933%

Item 12: HC

Cusip #827048109

Item 1: Reporting Person - Abigail P. Johnson

Item 2: (a) ☐

(b) ☐

Item 4: United States of America

Item 5: 0

Item 6: 0

Item 7: 12,067,812

Item 8: 0

Item 9: 12,067,812

Item 11: 10.933%

Item 12: IN

Item 1(a). Name of Issuer:

SILGAN HLDGS INC

Item 1(b). Address of Issuer's Principal Executive Offices:

4 Landmark Square
Stamford, CT 06901

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None,
Residence:

245 Summer Street, Boston, Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

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Item 2(d). Title of Class of Securities:

COMMON STOCK

Item 2(e). CUSIP Number:

827048109

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b) (1) (ii) (G). (Note: See Exhibit A).

Item 4. Ownership

(a) Amount Beneficially Owned: 12,067,812

(b) Percent of Class: 10.933%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:
408,154

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the
disposition of: 12,067,812

(iv) shared power to dispose or to direct the
disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

One or more other persons are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the COMMON STOCK of SILGAN HLDGS INC. No one other person's interest in the COMMON STOCK of SILGAN HLDGS INC is more than five percent of the total outstanding COMMON STOCK.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2018
Date

/s/ Marc R. Bryant
Signature

Marc R. Bryant
Duly authorized under Power of Attorney effective as of September 23, 2015, by and on behalf of FMR LLC and its direct and indirect subsidiaries*

* This power of attorney is incorporated herein by reference to Exhibit 24 to the Schedule 13G filed by FMR LLC on June 10, 2016, accession number: 0000315066-16-005935

Exhibit A

Pursuant to the instructions in Item 7 of Schedule 13G, the following table lists the identity and Item 3 classification, if applicable, of each relevant entity that beneficially owns shares of the security class being reported on this Schedule 13G.

Entity	ITEM 3 Classification
FIAM LLC	IA
Fidelity Institutional Asset Management Trust Company	BK
FIDELITY MANAGEMENT & RESEARCH (JAPAN) LIMITED	IA
FMR CO., INC *	IA
STRATEGIC ADVISERS, INC.	IA

* Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G.

Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC.

Members of the Johnson family, including Abigail P.

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Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act ("Fidelity Funds") advised by Fidelity Management & Research Company ("FMR Co"), a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds' Boards of Trustees. Fidelity Management & Research Company carries out the voting of the shares under written guidelines established by the Fidelity Funds' Boards of Trustees.

This filing reflects the securities beneficially owned, or that may be deemed to be beneficially owned, by FMR LLC, certain of its subsidiaries and affiliates, and other companies (collectively, the "FMR Reporters"). This filing does not reflect securities, if any, beneficially owned by certain other companies whose beneficial ownership of securities is disaggregated from that of the FMR Reporters in accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998).

RULE 13d-1(k) (1) AGREEMENT

The undersigned persons, on February 13, 2018, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the COMMON STOCK of SILGAN HLDGS INC at December 29, 2017.

FMR LLC

By /s/ Marc R. Bryant
Marc R. Bryant

Duly authorized under Power of Attorney effective as of September 23, 2015, by and on behalf of FMR LLC and its direct and indirect subsidiaries*

Abigail P. Johnson

By /s/ Marc R. Bryant
Marc R. Bryant

Duly authorized under Power of Attorney effective as of December 16, 2015, by and on behalf of Abigail P. Johnson*

* This power of attorney is incorporated herein by reference to Exhibit 24 to the Schedule 13G filed by FMR LLC on June 10, 2016, accession number:

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0000315066-16-005935

nt size="2">3. Transaction Code

(Instr. 8)4. Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)7. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeVAmount(A) or (D)Price

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

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.74	02/18/2015		A		16,563 <u>(1)</u>		02/18/2015	01/26/2015	Common Stock	16,563
Stock Option (Right to Buy)	\$ 5.74	02/18/2015		A		22,443 <u>(1)</u>		02/18/2015	01/26/2021	Common Stock	22,443

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Armstrong Philip Martin JR C/O COMMSCOPE HOLDING COMPANY, INC., 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602	SVP, Corporate Finance

Signatures

/s/Frank B. Wyatt, II, under a Power of
Attorney

02/20/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).

On January 26, 2011, the reporting person was granted an option to purchase 82,815 shares of common stock, which vests in five equal annual installments based on the Company's satisfaction of certain performance criteria for each of the fiscal years ending December 31, (1) 2011, 2012, 2013, 2014 and 2015. The performance criteria for 2014 were exceeded, resulting in vesting of the option as to a total of 39,006 shares (16,563 shares relating to 2014 and, due to the application of the option's catch-up vesting provision, 16,563 shares relating to 2011 and 5,880 shares relating to 2012).

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.