

SILGAN HOLDINGS INC
Form SC 13G
February 09, 2018

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 15)*

Silgan Holdings Inc.
(Name of Issuer)

Common Stock, \$0.01 Par Value
(Title of Class of Securities)

827048 10 9
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires
Filing of this Statement)

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)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Names of Reporting Persons

1

R. Philip Silver

Check the Appropriate Box

if a Member of a Group (see

2 instructions)

(a) ☐ (b) ☐

3 SEC Use Only

Citizenship or Place of

4 Organization

United States

Number of Sole Voting Power

5 Shares

Beneficially 13,101,700

Owned by Shared Voting Power

6 Each

Reporting 4,494,156

Person Sole Dispositive Power

7 With

13,470,788

Shared Dispositive Power

8

4,494,156

Aggregate Amount

Beneficially Owned by Each

9 Reporting Person

17,964,944

Check if the Aggregate

Amount in Row (9)

10 Excludes Certain Shares

(see instructions) ☐

Percent of Class

Represented by Amount in

11 Row (9)

16.28%

Type of Reporting Person

(see instructions)

12

IN

2

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Names of Reporting Persons

1

D. Greg Horrigan

Check the Appropriate Box

if a Member of a Group (see

2

instructions)

(a) ☐ (b) ☐

3

SEC Use Only

Citizenship or Place of

4

Organization

United States

Number of

Shares

Sole Voting Power

10,988,922

Beneficially

Owned by

Shared Voting Power

Each

4,221,802

Reporting

Person

Sole Dispositive Power

With

10,988,922

Shared Dispositive Power

8

4,221,802

Aggregate Amount

Beneficially Owned by Each

9

Reporting Person

15,210,724

Check if the Aggregate

Amount in Row (9)

10

Excludes Certain Shares

(see instructions) ☐

Percent of Class

Represented by Amount in

11

Row (9)

13.78%

Type of Reporting Person

(see instructions)

12

IN

3

Item 1(a) Name of Issuer: Silgan Holdings Inc.

Item 1(b) Address of Issuer's Principal Executive Offices: 4 Landmark Square
Suite 400
Stamford, CT 06901

Item 2(a) Name of Person Filing:

This statement is filed on behalf of the persons identified below. In accordance with Rule 13d-1(k)(1) under the Act, each person filing this statement acknowledges that he is responsible for the completeness and accuracy of the information concerning him but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless he knows or has reason to believe that such information is inaccurate.

R. Philip Silver
D. Greg Horrigan

Item 2(b) Address of Principal Business Office or, if none, Residence:

The business address of R. Philip Silver is 4 Landmark Square, Suite 400, Stamford, Connecticut 06901.

The business address of D. Greg Horrigan is 4 Landmark Square, Suite 400, Stamford, Connecticut 06901.

Item 2(c) Citizenship: Each of the persons filing this statement is a United States citizen.

Item 2(d) Title of Class of Securities: Common Stock

Item 2(e) CUSIP Number: 827048 10 9

Item 3. If this statement is filed pursuant to section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) "Broker or dealer registered under Section 15 of the Act;

(b) "Bank as defined in Section 3(a)(6) of the Act;

(c) "Insurance company as defined in Section 3(a)(19) of the Act;

(d) "Investment company registered under Section 8 of the Investment Company Act of 1940;

- (e) "An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) "A non-U.S. institution in accordance with section 240.13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with section 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with section 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____.

Not applicable.

Item 4. Ownership.

- (a) Amount
beneficially
owned:

As of December 31, 2017,
Mr. Silver may be deemed to
be the beneficial owner of
17,964,944 shares of Common
Stock. This amount consists of:

- (i) 13,101,700 shares of
Common Stock owned directly
by Mr. Silver over which he
has sole voting and dispositive
power; (ii) 369,088 shares of
Common Stock owned by
family trusts of which
Mr. Silver is the investment
trustee with sole voting and
dispositive power but with no
pecuniary interest therein;
and (iii) 4,494,156 shares of
Common Stock owned by a
family trust (of which
Mr. Silver's spouse is a trustee)
over which Mr. Silver may be
deemed to have shared voting
and dispositive power. This
amount excludes 2,854 shares
of Common Stock issuable for
2,854 restricted stock units

granted to Mr. Silver under the
Silgan Holdings Inc. Amended
and Restated 2004 Stock
Incentive Plan, which restricted
stock units vest on June 6,
2018.

As of December 31, 2017, Mr. Horrigan may be deemed to be the beneficial owner of 15,210,724 shares of Common Stock. This amount consists of: (i) 7,796,776 shares of Common Stock owned directly by Mr. Horrigan over which he has sole voting and dispositive power; (ii) 1,233,584 shares of Common Stock owned by the Horrigan Family Limited Partnership of which Mr. Horrigan is the sole general partner with sole voting and dispositive power; (iii) 1,923,928 shares of Common Stock owned by a grantor retained annuity trust of which Mr. Horrigan is the sole trustee with sole voting and dispositive power; (iv) 4,221,802 shares of Common Stock owned by grantor retained annuity trusts of which Mr. Horrigan and his spouse are co-trustees and may be deemed to have shared voting and dispositive power; and (v) 34,634 shares of Common Stock owned by a trust of which Mr. Horrigan is the trustee with sole voting and dispositive power. This amount excludes: (q) 3,508

shares of Common Stock issuable for 3,508 restricted stock units granted to Mr. Horrigan under the Silgan Holdings Inc. Amended and Restated 2004 Stock Incentive Plan, which restricted stock units vested on June 5, 2009 but for which Mr. Horrigan has deferred receipt of such shares until June 5, 2018; (r) 4,468 shares of Common Stock issuable for 4,468 restricted stock units granted to Mr. Horrigan under the Silgan Holdings Inc. Amended and Restated 2004 Stock Incentive Plan, which restricted stock units vested on May 27, 2010 but for which Mr. Horrigan has deferred receipt of such shares until May 27, 2019; (s) 3,598 shares of Common Stock issuable for 3,598 restricted stock units granted to Mr. Horrigan under the Silgan Holdings Inc. Amended and Restated 2004 Stock Incentive Plan, which restricted stock units vested on June 8, 2011 but for which Mr. Horrigan has deferred receipt of such shares until June 8, 2020; (t) 2,246 shares of Common Stock issuable for

2,246 restricted stock units granted to Mr. Horrigan under the Silgan Holdings Inc. Amended and Restated 2004 Stock Incentive Plan, which restricted stock units vested on May 31, 2012 but for which Mr. Horrigan has deferred receipt of such shares until June 7, 2021;

(u) 2,378 shares of Common Stock issuable for 2,378 restricted stock units granted to Mr. Horrigan under the Silgan Holdings Inc. Amended and Restated 2004 Stock Incentive Plan, which restricted stock units vested on May 30, 2013 but for which Mr. Horrigan has deferred receipt of such shares until May 30, 2022;

(v) 2,124 shares of Common Stock issuable for 2,124 restricted stock units granted to Mr. Horrigan under the Silgan Holdings Inc. Amended and Restated 2004 Stock Incentive Plan, which restricted stock units vested on June 4, 2014 but for which Mr. Horrigan has deferred receipt of such shares until June 4, 2023; (w) 2,040 shares of Common Stock issuable for 2,040

restricted stock units granted to Mr. Horrigan under the Silgan Holdings Inc. Amended and Restated 2004 Stock Incentive Plan, which restricted stock units vested on May 28, 2015 but for which Mr. Horrigan has deferred receipt of such shares until May 28, 2024; (x) 3,282 shares of Common Stock issuable for 3,282 restricted stock units granted to Mr. Horrigan under the Silgan Holdings Inc. Amended and Restated 2004 Stock Incentive Plan, which restricted stock units vested on May 27, 2016 but for which Mr. Horrigan has deferred receipt of such shares until May 27, 2025; (y) 3,516 shares of Common Stock issuable for 3,516 restricted stock units granted to Mr. Horrigan under the Silgan Holdings Inc. Amended and Restated 2004 Stock Incentive Plan, which restricted stock units vested on May 31, 2017 but for which Mr. Horrigan has deferred receipt of such shares until May 31, 2026; and (z) 2,854 shares of Common Stock issuable for 2,854 restricted stock units granted to Mr.

Horrigan under the
Silgan Holdings Inc.
Amended and
Restated 2004 Stock
Incentive Plan, which
restricted stock units
vest on June 6, 2018
but for which Mr.
Horrigan has deferred
receipt of such shares
until June 6, 2027.

(b) Percent
 of
 class:

According to the
Issuer's most recent
Quarterly Report on
Form 10-Q filed with
the Securities and
Exchange
Commission on
November 9, 2017,
the number of shares
outstanding of the
Issuer's Common
Stock as of October
31, 2017 was
110,372,916. The
shares of Common
Stock which
Mr. Silver may be
deemed to beneficially
own as of
December 31, 2017
constitute
approximately 16.28%
of such total number
of shares of Common
Stock outstanding.
The shares of
Common Stock which
Mr. Horrigan may be
deemed to beneficially
own as of
December 31, 2017
constitute
approximately 13.78%
of such total number
of shares of Common

Stock outstanding.

6

	Number of shares of Common	
(c)	Stock as to which the person has:	
Mr. Silver		
(i)	Sole power to vote or to direct the vote:	13,101,700
(ii)	Shared power to vote or to direct the vote:	4,494,156
(iii)	Sole power to dispose or to direct the disposition of:	13,470,788
(iv)	Shared power to dispose or to direct the disposition of:	4,494,156

Mr. Horrigan

(i)	Sole power to vote or to direct the vote:	10,988,922
(ii)	Shared power to vote or to direct the vote:	4,221,802
(iii)	Sole power to dispose or to direct	10,988,922

(iv) the
disposition
of:
Shared
power to
dispose or
to direct 4,221,802
the
disposition
of:

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. o

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

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.

Date: February 9, 2018

/s/ R. Philip Silver
R. Philip Silver

/s/ D. Greg Horrigan
D. Greg Horrigan

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of this Amendment No. 15 to Schedule 13G with respect to the Common Stock, \$0.01 par value, of Silgan Holdings Inc. This Joint Filing Agreement shall be included as an exhibit to such Amendment No. 15 to Schedule 13G.

IN WITNESS WHEREOF, the undersigned have executed this Joint Filing Agreement as of the 9th day of February, 2018.

/s/ R. Philip Silver
R. Philip Silver

/s/ D. Greg Horrigan
D. Greg Horrigan