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APTARGROUP INC  
Form DEF 14A  
April 03, 2001

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant [X]

Filed by a Party other than the Registrant [ ]

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E) (2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to (S) 240.14a-11(c) or (S) 240.14a-12

AptarGroup, Inc.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Notes:

[Aptar Group Logo]

475 West Terra Cotta Avenue,  
Suite E  
Crystal Lake, Illinois 60014  
815-477-0424

April 6, 2001

Dear Stockholder,

It is my pleasure to invite you to attend our annual meeting of stockholders on Wednesday, May 9, 2001. At the meeting, we will review Aptar's performance for fiscal year 2000 and our outlook for the future.

A notice of the annual meeting and proxy statement are attached. You will also find enclosed your proxy voting card. The vote of each stockholder is important to us. Whether or not you expect to attend the annual meeting, I urge you to complete and return the enclosed proxy card as soon as possible in the accompanying postage-paid envelope, or alternatively, vote by telephone or by the internet.

I look forward to seeing you on May 9th and addressing your questions and comments.

Sincerely,

/s/ Carl A. Siebel

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Carl A. Siebel  
President and Chief Executive Officer

[Aptar Group Logo]

475 West Terra Cotta Avenue,  
Suite E  
Crystal Lake, Illinois 60014  
815-477-0424

April 6, 2001

NOTICE OF 2001 ANNUAL MEETING OF STOCKHOLDERS

The annual meeting of stockholders of AptarGroup, Inc. will be held on Wednesday, May 9, 2001 at 9:00 a.m., at the offices of Sidley & Austin, Bank One Plaza, 10 South Dearborn Street, 55th Floor, Chicago, Illinois, 60603 to consider and take action on the following:

1. Election of three directors to terms of office expiring at the annual meeting in 2004; and
2. Transaction of any other business that is properly raised at the meeting.

Your Board of Directors recommends a vote FOR the election of the three director nominees.

Stockholders owning our common stock as of the close of business on March 15, 2001 are entitled to vote at the annual meeting. Each stockholder has one vote per share.

Whether or not you plan to attend the annual meeting, we urge you to vote your shares by using the toll free telephone number, the internet or by completing and mailing the enclosed proxy card.

By Order of the Board of Directors,

/s/ Stephen J. Hagge

Stephen J. Hagge  
Secretary

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[LOGO] AptarGroup

475 West Terra Cotta Ave, Suite E  
Crystal Lake, Illinois 60014

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PROXY STATEMENT  
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ANNUAL MEETING INFORMATION \_\_\_\_\_

This proxy statement contains information related to the annual meeting of stockholders of AptarGroup, Inc. to be held on Wednesday, May 9, 2001, beginning at 9:00 a.m., at the offices of Sidley & Austin, One First National Plaza, 55th Floor Conference Room, Chicago, Illinois, and at any postponements or adjournments of the meeting. The proxy statement was prepared under the direction of AptarGroup's Board of Directors to solicit your proxy for use at the annual meeting. It will be mailed to stockholders on or about April 6, 2001.

Who is entitled to vote? \_\_\_\_\_

Stockholders owning our common stock at the close of business on March 15, 2001 are entitled to vote at the annual meeting, or any postponement or adjournment of the meeting. Each stockholder has one vote per share on all matters to be voted on at the meeting. On March 15, 2001, there were 35,705,893 shares of common stock outstanding.

What am I voting on? \_\_\_\_\_

You are asked to vote on the election of three nominees to serve on our Board of Directors. The Board of Directors knows of no other business that will be presented at the meeting. If other matters properly come before the annual meeting, the persons named as proxies will vote on them in accordance with their best judgment.

How does the Board of Directors recommend I vote on the proposal? \_\_\_\_\_

The Board recommends a vote FOR the election of the three director nominees.

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Unless you give other instructions when voting your proxy, the persons named as proxies will vote in accordance with the recommendation of the Board.

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How do I vote? \_\_\_\_\_

You can vote your proxy in any of the following ways:

- . By Mail: Sign, date and complete the enclosed proxy card and return it in the prepaid envelope.
- . By Telephone: You can vote by touch tone telephone by following the instructions on your proxy card.
- . By Internet: You can vote by internet by following the instructions on your proxy card.

When voting to elect directors, you have three options:

- . Vote for all three nominees
- . Vote for only some of the nominees
- . Withhold authority to vote for all or some nominees

If you return your proxy with no votes marked, your shares will be voted as follows:

- . FOR the election of all three nominees for director

You can revoke your proxy at any time before it is exercised by one of the following methods:

- . Writing to AptarGroup's Corporate Secretary
- . Submitting another signed proxy card with a later date
- . Voting in person at the annual meeting
- . Entering a new vote by telephone or the internet

What is a quorum? \_\_\_\_\_

A "quorum" is the presence at the meeting, in person or by proxy, of the holders of a majority of the outstanding shares of AptarGroup's common stock on March 15, 2001. There must be a quorum for the meeting to be held. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting.

How are shares in a 401(k) plan voted? \_\_\_\_\_

If you hold shares of AptarGroup through your 401(k) plan, you will be instructing the trustee how to vote your shares by completing and returning your proxy card, voting by phone or by the internet. If you do not return your proxy card, or if you return it with unclear voting instructions, or if you do not vote by phone or the internet, the trustee will vote the shares in your 401(k) account in the same proportion as the 401(k) shares for which voting instructions are received.

How are shares held in a broker account voted? \_\_\_\_\_

If you own shares through a broker, you should be contacted by your broker regarding a proxy card and whether telephone or internet voting options are available. If you do not instruct your broker on how to vote your shares, your broker, as the registered holder of your shares, may represent your shares at the annual meeting for purposes of determining a quorum, and may vote your shares on some or all proposals. Any unvoted shares, called "broker non-votes", will not affect the outcome of the matter put to a vote.

How many votes are required to elect each director? \_\_\_\_\_

The three persons receiving the greatest number of votes will be elected to serve as directors. As a result, withholding authority to vote for a director nominee and non-votes with respect to the election of directors will not affect the outcome of the election.

Who will count the votes? \_\_\_\_\_

Our transfer agent Mellon Investor Services, L.L.C. will count the votes.

How much does this proxy cost? \_\_\_\_\_

We have engaged Mellon Investor Services, L.L.C. to solicit proxies for our annual meeting for a fee of \$4,500. We also reimburse banks, brokerage firms and other institutions, nominees, custodians and fiduciaries for their reasonable expenses for sending proxy materials to beneficial owners and obtaining their voting instructions. Certain directors, officers and employees of AptarGroup and its subsidiaries may solicit proxies personally or by telephone or facsimile without additional compensation.

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Following is the proposal to be voted on at this year's annual meeting.  
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PROPOSAL -- ELECTION OF DIRECTORS  
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The Board of Directors is comprised of nine members divided into three classes, with one class of directors elected each year for a three-year term. The terms of Robert L. Barrows, Alfred J. Pilz and Carl A. Siebel expire at the 2001 annual meeting. In order to devote more time to personal interests, Messrs. Barrows and Pilz are not standing for re-election. Their guidance and counsel have been appreciated and will be missed.

If any of the director nominees is unable or fails to stand for election, the persons named in the proxy presently intend to vote for a substitute nominee nominated by the Nominating Committee of the Board of Directors. The following sets forth information as to each nominee for election at this meeting and each director continuing in office.

NOMINEES FOR ELECTION AT THIS MEETING TO TERMS EXPIRING IN 2004 \_\_\_\_\_

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| Name             | Director |     | Principal Occupation and Directorships   |
|------------------|----------|-----|--|
|                  | Since    | Age |  |
| Alain Chevassus  | --       | 56  | Mr. Chevassus has been President of COSFIBEL (flexible plastic packaging) since 2000. From 1977 to 1999, Mr. Chevassus was President and Chief Executive Officer of Techpack International (a cosmetic packaging division of Pechiney S.A.). |
| Stephen J. Hagge | --       | 49  | Mr. Hagge has been Executive Vice President, Chief Financial Officer and Secretary of AptarGroup since 1993. From 1993 to 2000, Mr. Hagge was also Treasurer of AptarGroup.  |
| Carl A. Siebel   | 1993     | 66  | Mr. Siebel has been President and Chief Executive Officer of AptarGroup since 1995. From 1993 through 1995, he was President and Chief Operating Officer of AptarGroup.  |

The Board of Directors recommends a vote FOR each of the nominees for Director.

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DIRECTORS WHOSE PRESENT TERMS CONTINUE UNTIL 2002 \_\_\_\_\_

| Name                | Director |     | Principal Occupation and Directorships   |
|---------------------|----------|-----|--|
|                     | Since    | Age |  |
| King W. Harris      | 1993     | 57  | Mr. Harris has been Chairman of the Board since 1996. Since 2000, Mr. Harris has been Chairman of Harris Holdings, Inc. (investments). From 1987 to 2000, Mr. Harris was President and Chief Executive Officer of Pittway Corporation (now the Security and Fire Solutions Group of Honeywell International, Inc. ("Honeywell")). Mr. Harris is Vice-Chairman and a director of Penton Media, Inc. (a business-to-business trade show operator and media company). |
| Peter H. Pfeiffer   | 1993     | 52  | Mr. Pfeiffer has been Vice Chairman of the Board since 1993.   |
| Dr. Joanne C. Smith | 1999     | 40  | Dr. Smith has served as Senior Vice President and Chief Operating Officer of the Corporate Partnership Division of the Rehabilitation Institute of Chicago since 1997. She has been a physician at the Rehabilitation Institute since 1992 and served as its Director of Business Development from 1994 to 1997.   |

DIRECTORS WHOSE PRESENT TERMS CONTINUE UNTIL 2003 \_\_\_\_\_

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| Name                       | Director |     | Principal Occupation and Directorships   |
|----------------------------|----------|-----|--|
|                            | Since    | Age |  |
| Ralph Gruska               | 1993     | 69  | Mr. Gruska is retired. From 1989 to 1991, Mr. Gruska served as Chairman and Chief Executive Officer of the Cosmetics Packaging and Dispensers Division of Cope Allman Packaging plc (a United Kingdom packaging company).  |
| Leo A. Guthart             | 1993     | 63  | Mr. Guthart has been Chairman of the Security and Fire Solutions Group of Honeywell, and Managing Member of the General Partners of Topspin Partners L.P. (venture capital investing) since 2000. For more than five years prior to 2000, Mr. Guthart was Chairman and Chief Executive Officer of Ademco Security Group (now part of Honeywell). Mr. Guthart is a director of the Acorn Investment Trust (an investment trustee) and Symbol Technologies, Inc. (bar code scanners and wireless equipment), and Chairman of the Board and a director of Cylink Corporation (a data encryption and wireless product manufacturer). |
| Prof. Dr. Robert W. Hacker | 2000     | 61  | For more than the past five years, Prof. Dr. Hacker has served as the Chief of Cardiac Surgery at Herz- und Gefaessklinik (Heart and Vessel Clinic), Bad Neustadt, Germany.  |

Alfred J. Pilz and Peter H. Pfeiffer are brothers-in-law.

BOARD COMMITTEES AND MEETING ATTENDANCE \_\_\_\_\_

The Board met 7 times in 2000. No director attended fewer than 75% of the aggregate number of meetings of the Board of Directors and the committees on which each director served.

The Board of Directors has four active committees: the Executive, Audit, Compensation and Nominating Committees. Committees report their actions to the full Board at its next regular meeting. An affirmative vote of at least 70% of the Board is required to change the size, membership or powers of these committees, to fill vacancies in them, or to dissolve them. A description of the duties of each committee follows the table below.

COMMITTEE MEMBERSHIP AND MEETINGS HELD

| Name          | Executive | Audit | Compensation | Nominating |
|---------------|-----------|-------|--------------|------------|
| R. L. Barrows |           |       |              | X          |
| R. Gruska     | X         |       |              | X          |



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|                                   |   |    |    |   |
|-----------------------------------|---|----|----|---|
| L. A. Guthart                     |   | X* | X* |   |
| R. W. Hacker                      |   |    |    |   |
| K. W. Harris                      |   | X* |    | X |
| P. H. Pfeiffer                    |   | X  |    | X |
| A. J. Pilz                        |   |    |    |   |
| C. A. Siebel                      |   | X  |    |   |
| J. C. Smith                       |   |    | X  |   |
| Number of Meetings in Fiscal 2000 | 4 | 4  | 3  | 2 |

X\* Chairperson

Executive Committee \_\_\_\_\_

- . May exercise certain powers of the Board, when the Board is not in session, in the management of the business and affairs of AptarGroup.

Audit Committee \_\_\_\_\_

- . Provides oversight regarding accounting, auditing and financial reporting practices of AptarGroup.
- . Considers annually the qualifications of our independent auditors and the scope of their audit and makes recommendations to the Board as to their appointment.
- . Retains other responsibilities as outlined in the Audit Committee Charter that is included as Appendix A to this Proxy Statement.

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Compensation Committee \_\_\_\_\_

- . Establishes executive compensation policies and programs.
- . Recommends to the Board base salaries and target bonus levels for officers of the company.
- . Approves awards and grants to be made in accordance with long-term compensation plans.

Nominating Committee \_\_\_\_\_

- . Reviews the qualifications of persons eligible to stand for election as directors and makes recommendations to the Board on this matter.
- . Considers as nominees for director, qualified persons recommended by directors, management and stockholders.

BOARD COMPENSATION \_\_\_\_\_

Employees of AptarGroup do not receive any additional compensation for

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serving as members of the Board or any of its committees. Compensation of non-employee directors consists of the following:

- . an annual retainer of \$10,000, payable \$2,500 per quarter
- . a fee of \$5,000 for each Board meeting attended in person and \$1,000 for any teleconference Board meeting
- . a fee of \$1,000 for each committee meeting attended in person (other than a committee meeting held on the same day as a Board meeting) and \$250 for each phone meeting of a committee
- . an annual retainer of \$2,000 for the Chairperson of the Audit Committee
- . an annual fee of \$100,000 is paid to the Chairman of the Board, who is not an executive of AptarGroup, in lieu of the annual retainer and any meeting fees

Each director is reimbursed for out-of-pocket expenses incurred in attending Board and committee meetings.

Pursuant to the 1996 Director Stock Option Plan, on May 19, 1997 each non-employee director was granted a nonqualified option to purchase 8,000 shares of Common Stock at a purchase price of \$20.875 per share. These options became exercisable as to 2,000 shares on November 19, 1997 and an additional 2,000 shares became exercisable on each anniversary of the date of the annual meeting of stockholders. On May 18, 1998, Mr. Barrows was granted a nonqualified option to purchase 6,000 shares of Common Stock at a purchase price of \$32.375. This option became exercisable as to 2,000 shares on November 18, 1998 and an additional 2,000 shares became exercisable on each anniversary of the date of the annual meeting of stockholders. On May 14, 1999, Dr. Smith was granted a nonqualified option to purchase 4,000 shares of Common Stock at a purchase price of \$29.50. This option became exercisable as to 2,000 shares on November 14, 1999 and an additional 2,000 shares became exercisable on the anniversary of the date of the annual meeting of stockholders. On May 15, 2000, Prof. Dr. Hacker was granted a nonqualified option to purchase 2,000 shares of Common Stock

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at a purchase price of \$27.38. This option became exercisable on November 15, 2000. A non-employee director is only eligible for one grant under this Plan.

Pursuant to the 2000 Director Stock Option Plan, which succeeds the 1996 Director Stock Option Plan, on the third trading date following the date of the 2001 annual meeting, each non-employee director will be granted a non-qualified option to purchase 8,000 shares of Common Stock at a purchase price equal to the fair market value of the Common Stock on the date of grant. Each option will become exercisable as to 2,000 shares on the date which is six months after the date of grant and an additional 2,000 shares will become exercisable on the earlier of each anniversary of the date of grant or date of the annual meeting of stockholders. Under the 2000 Director Stock Option Plan, a non-employee director is only eligible for one grant under the Plan.

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### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table contains information with respect to the beneficial ownership of Common Stock, as of March 15, 2001, by (a) the persons known by

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AptarGroup to be the beneficial owners of more than 5% of the outstanding shares of Common Stock, (b) each director or director nominee of AptarGroup, (c) each of the executive officers of AptarGroup named in the Summary Compensation Table below, and (d) all directors, director nominees and executive officers of AptarGroup as a group. Except where otherwise indicated, the mailing address of each of the stockholders named in the table is: c/o AptarGroup, Inc., 475 West Terra Cotta Avenue, Suite E, Crystal Lake, Illinois 60014.

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

| Name   | Shares Owned            |                   | Options  |
|--|-------------------------|-------------------|--|
|  | Number of<br>Shares (1) | Percentage<br>(2) | Exercisable<br>Within 60 Days of<br>March 15, 2001 |
| Neuberger & Berman LLC(3)<br>605 Third Ave., New York, NY 10158                                    | 3,414,334               | 9.6               | --   |
| State Farm Mutual Automobile<br>Insurance Co.(4)<br>One State Farm Plaza, Bloomington, IL<br>61710 | 2,521,568               | 7.1               | --   |
| Robert L. Barrows  | 80,822                  | *                 | 6,000  |
| Alain Chevassus  | 5,250                   | *                 | --   |
| Ralph Gruska   | 10,000                  | *                 | 8,000  |
| Leo A. Guthart(5)  | 92,074                  | *                 | 10,000   |
| Prof. Dr. Robert W. Hacker   | --                      | --                | --   |
| Stephen J. Hagge(6)  | 124,341                 | *                 | 109,753  |
| King W. Harris(7)  | 808,020                 | 2.3               | 16,000   |
| Emil D. Meshberg   | 135,646                 | *                 | 19,000   |
| Peter H. Pfeiffer  | 738,072                 | 2.1               | 206,954  |
| Alfred J. Pilz(8)  | 436,000                 | 1.2               | 2,000  |
| Eric S. Ruskoski   | 99,569                  | *                 | 77,667   |
| Carl A. Siebel(9)  | 403,681                 | 1.1               | 332,725  |
| Dr. Joanne C. Smith(10)  | 4,870                   | *                 | 4,000  |
| All Directors, Director Nominees and<br>Executive Officers as a Group (22<br>persons)(11)          | 3,380,053               | 9.2               | 1,200,031  |

\* Less than one percent.

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- (1) Except as otherwise indicated below, beneficial ownership means the sole power to vote and dispose of shares. Number of shares includes options exercisable within 60 days of March 15, 2001.
- (2) Based on 35,705,893 shares of Common Stock outstanding as of March 15, 2001 plus respective options exercisable within 60 days of that date.

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- (3) The information as to Neuberger & Berman LLC and related entities ("Neuberger & Berman") is derived from a statement on Schedule 13G with respect to the Common Stock, filed with the Securities and Exchange Commission (the "Commission") pursuant to Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act"). Such statement discloses that Neuberger & Berman has the sole power to vote 1,343,234 shares, shares power to vote 2,060,800 shares and shares power to dispose of 3,414,334 shares.
- (4) The information as to State Farm Mutual Automobile Insurance Company and related entities ("State Farm") is derived from a statement on Schedule 13G with respect to the Common Stock, filed with the Commission pursuant to Section 13(d) of the Exchange Act. Such statement discloses that State Farm has the sole power to vote and dispose of 2,516,132 shares and shares power to vote and dispose of 5,436 shares.
- (5) Mr. Guthart shares the power to vote and dispose of 37,878 shares.
- (6) Mr. Hagge shares the power to vote and dispose of 4,194 shares.
- (7) Mr. Harris shares the power to vote and dispose of 566,714 shares.
- (8) Mr. Pilz shares the power to vote 420,000 shares.
- (9) Mr. Siebel shares the power to vote and dispose of 68,114 shares.
- (10) Dr. Smith shares the power to vote and dispose of 700 shares.
- (11) Includes 1,097,600 shares as to which voting power is shared other than with directors and executive officers of AptarGroup.

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COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION \_\_\_\_\_

Compensation Policy \_\_\_\_\_

The compensation policy is designed to support AptarGroup's overall objective of increasing stockholder value by:

- . Attracting, motivating and retaining key executives who are critical to the long-term success of AptarGroup.
- . Awarding short-term incentives based upon respective unit performance and overall Company performance.
- . Aligning executive and stockholder interests through a stock-based long-term incentive program which will reward executives for increased stockholder value.

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The Compensation Committee's general policy is to qualify long-term incentive compensation of U.S. based executive officers for deductibility under Section 162(m) of the Internal Revenue Code. The total compensation program consists of three components:

### Base Salary \_\_\_\_\_

The salary ranges of executive officers are established in relation to competitive market data provided by outside executive compensation consultants and review of proxy statements of similar publicly-held companies in the packaging industry. Comparisons are made to positions with similar job responsibilities, positions in companies of comparable sales volume, and positions in similar companies in the same industry as AptarGroup. Four of the companies used in establishing salary ranges are included in the Value Line Packaging and Container Industry Group used in the performance graph below. Generally, salaries are established at approximately the 50th to 75th percentile of an executive's salary range. Salary ranges and salaries are reviewed annually. Generally, management performance and accomplishment of goals and objectives are weighted most important in determining base salary increases.

### Short-term Incentives \_\_\_\_\_

Executives are eligible for annual bonuses based upon:

- . Profit growth
- . Return on capital
- . Achievement of other goals and objectives
- . General management performance

Generally, profit growth and return on capital are weighted most important in determining annual cash bonuses. For 2000, no set bonus formula was used for Messrs. Siebel, Pfeiffer and Hagge.

### Long-term Incentives \_\_\_\_\_

Executives are eligible for awards of stock options and other awards under AptarGroup's Stock Awards Plans. The awards to executives are made to provide an incentive for future performance to

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increase stockholder value. The members of the Compensation Committee administer this Plan. In 2000, the total amount of options granted was approximately 1.5% of the total stock outstanding. As reflected in the table of option grants, stock options were granted on January 26, 2000 to all of the named executive officers. Awards were determined in relation to the individual's position and responsibility. The exercise price of the options equaled the market price of AptarGroup's Common Stock on the date of the grants.

### Chief Executive Officer Compensation \_\_\_\_\_

Mr. Siebel's salary was increased approximately 9% to \$600,000 on January 1, 2000, as compensation for Mr. Siebel's performance. The Committee set the CEO's compensation slightly above the 50th percentile of the comparable salary range. His 2000 bonus of \$353,600, including \$81,600 of restricted stock, was established based upon AptarGroup's performance in 2000 compared to 1999.

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During 2000, Mr. Siebel was awarded an option to purchase 56,000 shares of Common Stock.

### COMPENSATION COMMITTEE

Leo Guthart, Chairman  
Robert Barrows  
Ralph Gruska

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### EXECUTIVE COMPENSATION

#### Summary Compensation Table

The following table sets forth compensation information for the President and Chief Executive Officer and AptarGroup's four other most highly compensated executive officers serving at the end of 2000 (the "named executive officers").

#### SUMMARY COMPENSATION TABLE

| Name and<br>Principal<br>Position  | Year | Annual<br>Compensation |               | Long Term Compensation<br>Awards |  |                           |
|--|------|------------------------|---------------|----------------------------------|--|---------------------------|
|  |      | Salary                 | Cash<br>Bonus | Restricted<br>Stock (1)          | Securities<br>Underlying<br>Options/<br>SARs | All Other<br>Compensation |
| Carl A. Siebel<br>President and<br>Chief<br>Executive<br>Officer   | 2000 | \$600,000              | \$272,000     | \$ 81,600 (2)                    | 56,000                                       | \$ --                     |
|  | 1999 | 550,000                | 162,500       | 195,000                          | 60,000                                       | 1,389                     |
|  | 1998 | 500,000                | 300,000       | --                               | 60,000                                       | 2,537                     |
| Peter H.<br>Pfeiffer<br>Vice Chairman<br>of<br>the Board   | 2000 | 400,000                | 255,000       | --                               | 44,000                                       | --                        |
|  | 1999 | 365,000                | 240,000       | --                               | 47,000                                       | --                        |
|  | 1998 | 325,000                | 225,000       | --                               | 47,000                                       | --                        |
| Stephen J.<br>Hagge<br>Executive<br>Vice<br>President,<br>Chief<br>Financial<br>Officer<br>and Secretary | 2000 | 300,000                | 180,000       | 60,000 (2)                       | 20,000                                       | 9,344 (3)                 |
|  | 1999 | 275,000                | 165,000       | 60,000                           | 21,000                                       | 8,891                     |
|  | 1998 | 250,000                | 200,000       | --                               | 21,000                                       | 8,891                     |
| Emil D.<br>Meshberg<br>Vice<br>President,<br>Chief   | 2000 | 312,000                | 93,600        | --                               | 17,000                                       | 16,225 (4)                |
|  | 1999 | 258,750                | 75,000        | 90,000                           | 20,000                                       | 11,500                    |
|  | 1998 | --                     | --            | --                               | --   | --                        |

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Executive  
Officer of  
EMSAR,  
Inc.

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|                                       |      |         |         |            |        |           |
|---------------------------------------|------|---------|---------|------------|--------|-----------|
| Eric S. Ruskoski                      | 2000 | 265,000 | 44,900  | 35,160 (2) | 17,000 | 8,567 (5) |
| President of Seaquist Closures L.L.C. | 1999 | 250,000 | 57,500  | 48,000     | 18,000 | 8,239     |
|                                       | 1998 | 240,000 | 117,600 | --         | 18,000 | 8,239     |

(1) The number and value of restricted shares held by the named executives as of December 31, 2000, respectively, are as follows:

Carl A. Siebel--8,525 / \$250,422  
 Stephen J. Hagge--2,623 / \$77,051  
 Emil Meshberg--3,934 / \$115,561  
 Eric S. Ruskoski--2,098 / \$61,629

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The restricted shares were valued using the closing share price on the New York Stock Exchange of \$29.375 on December 29, 2000. All of the shares of restricted stock vest ratably over three years from the date of grant and dividends are paid on vested shares only.

- (2) Restricted stock values are based upon the issuance of 2,785 shares, 2,048 shares and 1,200 shares to Messrs. Siebel, Hagge and Ruskoski, respectively, and the closing share price on the New York Stock Exchange of \$29.30 on February 16, 2001. These shares of restricted stock were issued at the election of the named executive in lieu of a portion of their 2000 annual bonus. All of the shares of restricted stock vest ratably over three years from the date of grant and dividends are paid on vested shares only.
- (3) Consists of \$5,100 for Company matching contributions to the AptarGroup, Inc. Profit Sharing and Savings Plan, \$3,207 for Company-provided supplemental disability insurance and \$1,037 for Company-provided term life insurance.
- (4) Consists of \$4,625 for Company matching contributions to the AptarGroup, Inc. Profit Sharing and Savings Plan, \$11,284 for Company-provided split dollar term life insurance and \$316 for Company-provided term life insurance.
- (5) Consists of \$5,100 for Company matching contributions to the AptarGroup, Inc. Profit Sharing and Savings Plan, \$3,151 for Company-provided supplemental disability insurance and \$316 for Company-provided term life insurance.

Option Grants \_\_\_\_\_

The following table shows all grants in 2000 of stock options to the named executive officers. The exercise price of all such options was the fair market value on the date of grant. No SARs were granted in 2000.

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Individual Grants (1) (2)

| Name              | Securities Underlying Options Granted (#) | % of Total Options Granted to Employees in 2000 | Per Share Exercise or Base Price | Expiration Date | Potential Realizable Value as Assumed Annual Rates of Stock Price Appreciation for Option Term |              |
|-------------------|---|---|----------------------------------|-----------------|--|--------------|
|                   |   |   |                                  |                 | 5%   | 10%          |
| Carl A. Siebel    | 56,000                                    | 10.5  | \$22.75                          | 1/26/10         | \$ 801,192   | \$ 2,030,448 |
| Peter H. Pfeiffer | 44,000                                    | 8.2   | 22.75                            | 1/26/10         | 629,508  | 1,595,352    |
| Stephen J. Hagge  | 20,000                                    | 3.7   | 22.75                            | 1/26/10         | 286,140  | 725,160      |
| Emil D. Meshberg  | 17,000                                    | 3.2   | 22.75                            | 1/26/10         | 243,219  | 616,386      |
| Eric S. Ruskoski  | 17,000                                    | 3.2   | 22.75                            | 1/26/10         | 243,219  | 616,386      |

(1) All options become exercisable in equal one-third annual increments beginning one year from the grant date.

(2) All options listed in the table expire ten years after their date of grant. Based on 36,146,910 shares of Common Stock outstanding on January 26, 2000, the closing price per share of Common Stock of \$22.75 on January 26, 2000 and a ten-year period, the potential realizable

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value to all stockholders at 5% and 10% assumed annual rates of stock appreciation would be approximately \$517,154,000 and \$1,310,615,000, respectively.

Aggregated Option Exercises and Option Values at Year-End \_\_\_\_\_

The following table provides information as to options exercised and the value of options held by the named executive officers at year-end measured in terms of the closing price of the Common Stock on December 31, 2000. AptarGroup has not granted any SARs.

| Name              | Shares Acquired on Exercise (#) | Value Realized (\$) | Number of Securities Underlying Options at December 31, 2000 (#) |                 | Value of Unexercised In-the-Money Options at December 31, 2000 (\$) |                 |
|-------------------|---------------------------------|---------------------|--|-----------------|---|-----------------|
|                   |                                 |                     | Not Exercisable  | Not Exercisable | Not Exercisable   | Not Exercisable |
| Carl A. Siebel    | --                              | --                  | 274,058  | 116,000         | \$3,691,703   | \$547,875       |
| Peter H. Pfeiffer | --                              | --                  | 160,954  | 91,000          | 1,802,289   | 430,053         |
| Stephen J. Hagge  | --                              | --                  | 99,086   | 41,000          | 1,336,501   | 194,406         |
| Emil D. Meshberg  | --                              | --                  | 6,667  | 30,333          | 24,585  | 161,790         |
| Eric R. Ruskoski  | --                              | --                  | 60,000   | 35,000          | 625,875   | 165,688         |

Employment Agreements \_\_\_\_\_



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Mr. Siebel's employment agreement provides for employment through December 31, 2001 at a minimum salary of \$600,000 and provides for a payment of three months' salary to his survivors in the event of his death while employed. The agreement provides for an automatic extension for a period of one year, unless it is terminated by AptarGroup or Mr. Siebel by written notice seven months before the end of the then current contract period. A separate pension agreement provides Mr. Siebel with an annual pension compensation, subject to cost of living adjustments, of 60% of his 2000 salary for life, and in the event of his death, provides his surviving widow with annual payments of 60% of his then pension for life. Mr. Siebel began receiving benefits from this pension in February 2000, and pension benefits for the year 2000, which are denominated in Deutsche Marks, are equivalent to approximately \$314,000. Benefits are not subject to reduction for Social Security benefits or other offset items.

Mr. Pfeiffer's employment agreement provides for employment through April 21, 2003 at a minimum salary of \$400,000 and provides for a payment of three months' salary to his survivors in the event of his death while employed. The agreement provides for an automatic extension for a period of five years, unless it is terminated by AptarGroup or Mr. Pfeiffer by written notice one year before the end of the then current contract period; however, the agreement automatically terminates on June 28, 2013. A separate pension agreement provides Mr. Pfeiffer with an annual pension compensation, subject to cost of living adjustments, of up to 60% of his final year's salary for life, and in the event of his death, provides his surviving widow with annual payments of 60% of his then pension for life and may provide any surviving child with annual payments of up to 30% of his then pension to as late as age 27. Pension benefits would normally commence at age 60, but reduced

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benefits are available after age 55 subject to a minimum annual payment of approximately \$127,000. Estimated annual pension benefits upon retirement at age 60 (assuming the current salary remains constant) are equivalent to \$240,000. Benefits are not subject to reduction for Social Security or other offset items.

Mr. Hagge's employment agreement provides for employment through February 1, 2004 at a minimum annual salary of \$300,000 and provides, in the event of disability, payment for a period of two years from termination due to disability of one-half of the amount Mr. Hagge would have received and, in the event of death, payment to his estate for a period of two years from the anniversary of his death of one-half of the amount he would have received. Mr. Hagge is also entitled to additional term life insurance coverage and supplemental long-term disability coverage. The agreement provides for an automatic extension as of each February 1 for one additional year unless either AptarGroup or Mr. Hagge terminates the automatic extension provision by written notice at least 30 days prior to the automatic extension date; provided, however, that in no event shall the term extend beyond October 28, 2016. Mr. Hagge's employment agreement provides that if he is terminated without cause, Mr. Hagge will continue to receive his salary until the end of the employment period then in effect. In the event of a change in control of AptarGroup, Mr. Hagge may not be terminated unless he receives written notice of such termination at least six months prior to the date of termination. If Mr. Hagge is terminated within two years following a change in control or if he terminates his employment for good reason within such two-year period, Mr. Hagge will continue to receive his salary for 18 months following the date of termination.

Mr. Meshberg's employment agreement provides for employment through February

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17, 2002 at a minimum annual salary of \$312,000. Mr. Meshberg is also entitled to additional split-dollar life insurance coverage. Mr. Meshberg's employment agreement provides that if he is terminated without cause or if he terminates for good reason (which includes, among other things, a change in control of AptarGroup), Mr. Meshberg will continue to receive his salary until the later to occur of February 17, 2002 and 24 months following the date of termination of employment. Under such circumstances, any portion of Mr. Meshberg's option to purchase 20,000 shares of Common Stock granted under the employment agreement that has not vested as of the date of termination will become fully exercisable, and he is also entitled to receive any accrued salary and bonus through the date of termination, as well as certain other benefits.

Mr. Ruskoski's employment agreement provides for employment through February 1, 2004 at a minimum annual salary of \$265,000 and provides, in the event of disability, payment for a period of two years from termination due to disability of one-half of the amount Mr. Ruskoski would have received and, in the event of death, payment to his estate for a period of two years from the anniversary of his death of one-half of the amount he would have received. Mr. Ruskoski is also entitled to additional term life insurance coverage and supplemental long-term disability coverage. The agreement provides for an automatic extension as of each February 1 for one additional year unless either AptarGroup or Mr. Ruskoski terminates the automatic extension provision by written notice at least 30 days prior to the automatic extension date; provided, however, that in no event shall the term extend beyond September 12, 2012. Mr. Ruskoski's employment agreement provides that if he is terminated without cause, Mr. Ruskoski will continue to receive his salary until the end of the employment period then in effect. In the event of a change in control of AptarGroup, Mr. Ruskoski

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may not be terminated unless he receives written notice of such termination at least six months prior to the date of termination. If Mr. Ruskoski is terminated within two years following a change in control or if he terminates his employment for good reason within such two-year period, Mr. Ruskoski will continue to receive his salary for 18 months following the date of termination.

### Pension Plan

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Substantially all U.S. employees of AptarGroup and its subsidiaries are eligible to participate in the Pension Plan. Employees are eligible to participate after six months of credited service and become fully vested after five years of credited service. The annual benefit payable to an employee under the Pension Plan upon retirement computed as a straight life annuity equals the sum of the separate amounts the employee accrues for each of his years of credited service under the Plan. Such separate amounts are determined as follows: for each year of credited service through 1988, 1.2% of such year's compensation up to the Social Security wage base for such year and 1.8% (2% for years after 1986) of such year's compensation above such wage base, plus certain increases put into effect prior to 1987; for each year after 1988 through the year in which the employee reaches 35 years of service, 1.2% of such year's "Covered Compensation" and 1.85% of such year's compensation above such "Covered Compensation"; and for each year thereafter, 1.2% of such year's compensation. The employee's compensation under the Pension Plan for any year includes all salary, commissions and overtime pay and, beginning in 1989, bonuses, subject to such year's limit applicable to tax-qualified retirement plans. The employee's "Covered Compensation" under the Pension Plan for any year is generally the average of the Social Security wage base for each of the 35 years preceding the employee's Social Security retirement age, assuming that such year's Social Security wage base will not change in the future. Normal retirement under the Pension Plan is age 65 and reduced benefits are available

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as early as age 55. Benefits are not subject to reduction for Social Security benefits or other offset items.

Officers of AptarGroup and its subsidiaries participating in the Pension Plan are also eligible for AptarGroup's non-qualified supplemental retirement plan ("SERP"). The benefits payable under the SERP will generally be in the form of a single sum and will be computed as a single life annuity equal to the sum of the separate amounts the participant accrues for each year of credited service. Such separate amounts are determined as follows: for each year of credited service through the year in which the participant reaches 35 years of service, 1.85% of the participant's "Supplemental Earnings"; and for each year after 35 years of credited service, 1.2% of such year's "Supplemental Earnings." "Supplemental Earnings" is generally the difference between (i) the participant's earnings calculated as if the limitation of Section 401(a)(17) of the Internal Revenue Code were not in effect and (ii) the participant's recognized earnings under the Pension Plan. Participants who terminate service prior to being eligible for retirement (i.e., age 65 or age 55 with 10 years of credited service) will forfeit all accrued benefits under the SERP. The SERP provides for the vesting of all accrued benefits in the event of a change of control.

Estimated annual benefits payable under the Pension Plan and the SERP upon retirement at normal retirement age for Messrs. Hagge, Meshberg and Ruskoski are approximately \$197,000, \$86,000 and \$130,000, respectively. Messrs. Siebel and Pfeiffer are not eligible to receive benefits under the Pension Plan but, as described above, Messrs. Siebel and Pfeiffer are entitled to certain pension benefits pursuant to their respective employment agreements.

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### PERFORMANCE GRAPH

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The following graph shows a five year comparison of the cumulative total stockholder return on AptarGroup's Common Stock as compared to the cumulative total return of two other indexes: the Value Line Packaging & Container Industry Group ("Peer Group") and the Standard & Poor's 500 Composite Stock Price Index. These comparisons assume an initial investment of \$100 and the reinvestment of dividends.

[GRAPH APPEARS HERE]

|            | 12/31/95 | 12/31/96 | 12/31/97 | 12/31/98 | 12/31/99 | 12/31/00 |
|------------|----------|----------|----------|----------|----------|----------|
| AptarGroup | 100      | 95       | 151      | 153      | 138      | 163      |
| Peer Group | 100      | 129      | 159      | 138      | 127      | 81       |
| S&P 500    | 100      | 123      | 164      | 211      | 255      | 232      |

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### CERTAIN TRANSACTIONS

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On February 17, 1999, AptarGroup acquired the capital stock of privately

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held Emson Research Inc. and related companies ("Emsar", formerly known as Emson), for a purchase price of approximately \$122.8 million in cash and approximately \$4 million in Common Stock. Emil Meshberg, who prior to the Emsar acquisition was chief executive officer of Emsar, entered into an employment agreement with AptarGroup and became an executive officer of AptarGroup immediately following the Emsar acquisition.

Under the terms of the agreement governing the Emsar acquisition, AptarGroup may from time to time receive certain indemnification payments. The aggregate amount received in 2000 was approximately \$655,000.

As a result of the Emsar acquisition, AptarGroup leases real estate from, purchases materials from and sells products to entities related to Mr. Meshberg or certain members of his family. In 2000, the transactions between AptarGroup and these entities amounted to lease payments of approximately \$625,000, purchases of approximately \$20,000 and sales of approximately \$308,000.

### SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE \_\_\_\_\_

Based on AptarGroup records and other information, AptarGroup believes that all SEC filing requirements applicable to its Executive Officers and Directors were complied with for 2000.

### AUDIT COMMITTEE REPORT \_\_\_\_\_

The Audit Committee of the Company's Board of Directors is composed of three independent, non-employee directors and operates under a written charter adopted by the Board. A copy of this charter is included as Appendix A to this Proxy Statement.

Management is responsible for the Company's internal controls and the financial reporting process. The independent accountants are responsible for performing an independent audit of the Company's consolidated financial statements in accordance with generally accepted auditing standards and issuing a report thereon. The Committee's responsibility is to assist the Board in fulfilling its responsibility for overseeing the quality and integrity of the accounting, auditing and financial reporting practices of the Company.

The Committee has reviewed and discussed the consolidated financial statements with management and the independent accountants. Management has represented to the Committee that the consolidated financial statements were prepared in accordance with generally accepted accounting principles. Also, the Committee has discussed with the independent accountants the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended.

In addition, the Committee discussed with the independent accountants the accountants' independence from the Company and its management, and the independent accountants provided the Committee the written disclosures and letter required by the Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees). In considering the independence of the

Company's independent accountants, the Committee took into consideration the amount and nature of the fees paid to the independent accountants for non-audit services as described under "Other Matters" in this Proxy Statement.

Based on the review and discussions referred to above, the Committee recommended to the Board of Directors, and the Board has approved, that the

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audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2000, for filing with the Securities and Exchange Commission.

### AUDIT COMMITTEE

Leo Guthart, Chairman  
Ralph Gruska  
Dr. Joanne Smith

### ANNUAL REPORT

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AptarGroup's annual report for the year ended December 31, 2000 is being distributed with this proxy statement. Stockholders are referred to the report for financial and other information about the company, but such report is not incorporated in this proxy statement and is not deemed a part of the proxy soliciting material.

### STOCKHOLDER PROPOSALS

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In order to be considered for inclusion in AptarGroup's proxy materials for the 2002 Annual Meeting of Stockholders, any stockholder proposal must be received at AptarGroup's principal executive offices at 475 West Terra Cotta Avenue, Suite E, Crystal Lake, Illinois 60014 by December 7, 2001. In addition, AptarGroup's Bylaws establish an advance notice procedure for stockholder proposals to be brought before any meeting of stockholders, including proposed nominations of persons for election to the Board. Stockholders at the 2001 annual meeting may consider stockholder proposals or nominations brought by a stockholder of record on March 15, 2001, who is entitled to vote at the annual meeting and who has given AptarGroup's Secretary timely written notice, in proper form, of the stockholder's proposal or nomination. A stockholder proposal or nomination intended to be brought before the 2001 annual meeting must have been received by the Secretary on or after February 9, 2001 and on or prior to March 11, 2001. The 2002 annual meeting is expected to be held on May 8, 2002. A stockholder proposal or nomination intended to be brought before the 2002 annual meeting must be received by the Secretary on or after February 8, 2002 and on or prior to March 10, 2002.

### OTHER MATTERS

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PricewaterhouseCoopers LLP, who served as independent accountants for the year ended December 31, 2000, has been selected by the Board, upon the recommendation of the Audit Committee, to audit the consolidated financial statements of AptarGroup for the year ending December 31, 2001. It is expected that a representative of PricewaterhouseCoopers LLP will attend

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the annual meeting, with the opportunity to make a statement if he should so desire, and will be available to respond to appropriate questions.

The following fees were billed by PricewaterhouseCoopers LLP, AptarGroup's independent accountants, for services rendered in 2000:

|                                  |           |
|----------------------------------|-----------|
| . Audit Fees                     | \$498,000 |
| . All Other Fees:                |           |
| Tax Planning and Consulting Fees | 285,000   |
| Other Fees                       | 193,000   |

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|            |                             |
|------------|-----------------------------|
| Total Fees | -----<br>\$976,000<br>===== |
|------------|-----------------------------|

Audit Fees primarily represent amounts paid for the audit of AptarGroup's annual financial statements, reviews of SEC Forms 10-Q and 10-K and statutory audit requirements at certain non-U.S. locations.

Tax Planning and Consulting Fees represent assistance in the preparation of AptarGroup's U.S. tax return, domestic and international income tax planning assistance, expatriate and executive tax work and tax work related to foreign entity statutory audits.

Other Fees include amounts paid for non-financial systems management consulting, financial due diligence assistance, and audits of benefit plans. PricewaterhouseCoopers LLP did not bill AptarGroup for fees related to financial information systems design or implementation in 2000.

By Order of the Board of Directors,

/s/ Stephen J. Hagge  
Stephen J. Hagge  
Secretary

Crystal Lake, Illinois  
April 6, 2001

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APPENDIX A

### Audit Committee Charter

#### Mission Statement

The primary purpose of the Audit Committee (the "Committee") is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to financial reports and other financial information. The Committee will review the financial reporting process, the system of internal control, the audit process and the Company's process for monitoring compliance with laws and regulations and with the Company's compliance policy ("Code of Conduct"). In performing its duties, the Committee will maintain effective working relationships with the Board of Directors, management and the external auditors. To effectively perform his or her role, each committee member will obtain an understanding of the Company's business operation and risks, as well as an understanding of the detailed responsibilities of committee membership.

#### Membership

The Committee will be comprised of at least three members, each of which shall meet the independence and experience requirements of the New York Stock Exchange. The Board of Directors shall appoint the members of the Committee. The Committee will meet with representatives of the independent auditors of the corporation and management, prior to the commencement of the annual audit, for purposes of reviewing the scope of such audit and meet again with said representatives subsequent to the completion of the audit for purposes of reviewing the results thereof. In addition, the Committee shall also either meet in person or telephonically with representatives of the external auditors of the corporation and management prior to the announcement of its quarterly/annual earnings.

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### Roles and Responsibilities

The Committee shall:

- . Require that the external auditors keep the Committee informed about fraud, illegal acts, and deficiencies in internal control and certain other matters.
- . Ask management about the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- . Review the annual financial statements including MD&A and other sections of the annual report before its release and determine whether they are consistent with the information known to committee members.
- . Meet with management and, with the external auditors, either telephonically or in person, to review the interim financial statements and the results of their review. This may be done by the committee chairperson or by the entire committee.
- . Review the findings of any examinations by the regulatory agencies such as the Securities and Exchange Commission.

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- . Require that the Code of Conduct is formalized in writing and periodically obtain updates from management regarding compliance with the Code of Conduct.
- . Review the external auditor's proposed audit scope and approach.
- . Recommend to the Board of Directors the employment of the external auditor.
- . Approve the fees to be paid to the external auditor.
- . Request from the external auditor annually, a formal written statement delineating all relationships between the auditor and the Company.
- . Discuss with the external auditors any such disclosed relationships and their impact on the external auditor's independence.
- . Recommend that the Board of Directors take appropriate action in response to the external auditor's report to satisfy itself of the auditor's independence.
- . Meet with the external auditors and management in separate regularly scheduled executive sessions.
- . Review with the Company's legal counsel as deemed necessary any legal matters that could have a significant impact on the Company's financial statements.
- . If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist and perform such other duties, as the Board of Directors shall from time to time assign to it.

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- . Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board before its approval.
- . Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

### Reporting Responsibilities

- . Regularly update the Board of Directors about committee activities and make appropriate recommendations.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the external auditor. Nor is it the duty of the Committee to conduct investigations, to resolve disagreements, if any, between management and the external auditor or to assure compliance with laws and regulations and the Company's Code of Conduct.

Approved by Board of Directors of AptarGroup, Inc.  
April 19, 2000

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COMMON  
STOCK  
PROXY

AptarGroup, Inc.  
475 West Terra Cotta Ave., Suite E  
Crystal Lake, IL 60014

### PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Ralph A. Poltermann and Matthew J. DellaMaria or either of them (each with full power of substitution), are hereby authorized to vote all the shares of Common Stock which the undersigned would be entitled to vote if personally present at the annual meeting of stockholders of AptarGroup, Inc. to be held on May 9, 2001, and at any adjournment thereof as specified on reverse side.

(continued on reverse side)

. FOLD AND DETACH HERE .

You can now access your AptarGroup, Inc. account online.

Access your AptarGroup, Inc. stockholder account online via Investor ServiceDirect/SM/ (ISD).

Mellon Investor Services LLC, as transfer agent for AptarGroup, Inc., now makes it easy and convenient to get current information on your shareholder account. After a simple and secure process of establishing a Personal Identification Number (PIN), you are ready to log in and access your account to:

- . View account status
- . View payment history for dividends
- . View certificate history
- . Make address changes



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- . View book-entry information
- . Obtain a duplicate 1099 tax form
- . Establish/change your PIN

Visit us on the web at <http://mellon-investor.com>  
and follow the instructions shown on this page.

### Step 1: FIRST TIME USERS - Establish a PIN

You must first establish a Personal Identification Number (PIN) online by following the directions provided in the upper right portion of the web screen as follows. You will also need your Social Security Number (SSN) available to establish a PIN.

Investor ServiceDirect/SM/ is currently only available for domestic individual and joint accounts.

- . SSN
- . PIN
- . Then click on the Establish Pin button

Please be sure to remember your PIN, or maintain it in a secure place for future reference.

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### Step 2: Log in for Account Access

You are now ready to log in. To access your account please enter your:

- . SSN
- . PIN
- . Then click on the Submit button

If you have more than one account, you will now be asked to select the appropriate account.

---

### Step 3: Account Status Screen

You are now ready to access your account information. Click on the appropriate button to view or initiate transactions.

- . Certificate History
- . Book-Entry Information
- . Issue Certificate
- . Payment History
- . Address Change
- . Duplicate 1099

For Technical Assistance Call 1-877-978-7778 between  
9am-7pm Monday-Friday Eastern Time

The shares represented by this proxy will be voted as herein directed, but if no direction is given, the shares will be voted FOR proposal 1. This proxy revokes any proxy heretofore given.

Please mark your [X]  
votes as indicated  
in this example

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1. ELECTION OF DIRECTORS

FOR all nominees listed at right (except as marked to the contrary)

WITHHOLD AUTHORITY to vote for all nominees listed at right

01 Carl A. Siebel, 02 Stephen J. Hagge, and 03 Alain Chevassus

(INSTRUCTION: To withhold authority to vote for any individual nominee, write that nominee's name in the space provided below.)

2. IN THEIR DISCRETION UPON SUCH OTHER BUSINESS AS MAY PROPERLY BE BROUGHT BEFORE THE MEETING.

Please disregard if you have previously provided your consent decision.

By checking the box to the right, I consent to future delivery of annual reports, proxy statements, prospectuses and other materials and shareholder communications electronically via the Internet at a webpage which will be disclosed to me. I understand that the Company may no longer distribute printed materials to me from any future shareholder meeting until such consent is revoked. I understand that I may revoke my consent at any time by contacting the Company's transfer agent, Mellon Investor Services LLC, Ridgely Park, NJ and that costs normally associated with electronic delivery, such as usage and telephone charges as well as any costs I may incur in printing documents, will be my responsibility.

(Please fill in, sign and date this proxy and mail it in the envelope provided.)

Signature \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_

IMPORTANT: Please sign exactly as your name(s) appear hereon. Joint owners should each sign personally. If you sign as agent or any other capacity, please state the capacity in which you sign.

. FOLD AND DETACH HERE .

Vote by Internet or Telephone or Mail  
24 Hours a Day, 7 Days a Week

Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

Internet  
<http://www.proxyvoting.com/atr>

Use the internet to vote your proxy. Have your proxy card in hand when you access the web site. You will be prompted to enter your control number, located

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in the box below, to create and submit an electronic ballot.

-----  
OR  
-----

Telephone  
1-800-840-1208

Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call. You will be prompted to enter your control number, located in the box below, and then follow the directions given.

-----  
OR  
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Mail

Mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

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If you vote your proxy by internet or by telephone,  
you do NOT need to mail back your proxy card.

You can view the Annual Report and Proxy Statement on the internet at  
[www.aptargroup.com](http://www.aptargroup.com)  
(<http://www.aptargroup.com>)

and successors-in-interest and any other person named as a selling stockholder in any applicable prospectus supplement. We may amend or supplement this prospectus from time to time in the future to update or change information about the selling stockholders. The table below assumes that each selling stockholder will sell all of the shares of the Company's common stock covered by this prospectus, but the registration of such common stock does not necessarily mean that the selling stockholders will sell all or any of the common stock they own pursuant to this prospectus. In addition, the selling stockholders may have sold, transferred or otherwise disposed of, or may sell, transfer or otherwise dispose of, at

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any time and from time to time, common stock in transactions exempt from the registration requirements of the Securities Act after the date on which the selling stockholders provided the information set forth on the table below.

| Name of<br>Beneficial Owner <sup>(2)</sup>                 | Common Stock Owned<br>Prior to this Offering |  | Total Number of<br>Shares Being<br>Registered | Common Stock Owned<br>After this<br>Offering <sup>(1)</sup> |   |
|--|--|--|---|---|---|
|  | Number<br>of Shares                          | Percentage of<br>Class<br>Beneficially<br>Owned <sup>(3)</sup> |   | Number<br>of Shares   | Percentage of<br>Class<br>Beneficially<br>Owned |
| VFF I AIV IV, L.P. <sup>(4)</sup>                          | 381,242                                      | *  | 381,242                                       | 0   | 0   |
| Vista Foundation Fund I GP, LLC <sup>(4)</sup>             | 6,268  | *  | 6,268   | 0   | 0   |
| VEPF III AIV VI, L.P. <sup>(4)</sup>                       | 1,087,585                                    | *  | 1,087,585                                     | 0   | 0   |
| Vista Equity Partners Fund III GP,<br>LLC <sup>(4)</sup> . | 3,820  | *  | 3,820   | 0   | 0   |
| VEPF IV AIV VII, L.P. <sup>(4)</sup>                       | 2,977,979                                    | 1.87%  | 2,977,979                                     | 0   | 0   |
| Vista Equity Partners Fund IV GP,<br>LLC <sup>(4)</sup>    | 21,891                                       | *  | 21,891  | 0   | 0   |
| VEPF IV AIV VII-A, L.P. <sup>(4)</sup>                     | 826,479                                      | *  | 826,479                                       | 0   | 0   |
| VEP Global Aggregator, LLC <sup>(4)</sup>                  | 810,504                                      | *  | 810,504                                       | 0   | 0   |
| Todd Tyler   | 3,403  | *  | 3,403   | 0   | 0   |
| Roland Tanner  | 1,099  | *  | 1,099   | 0   | 0   |
| Darko Dejanovic <sup>(5)</sup>                             | 65,672                                       | *  | 65,672  | 0   | 0   |
| Mark Miller <sup>(5)</sup>                                 | 10,589                                       | *  | 10,589  | 0   | 0   |
| Sheryl Hoskins <sup>(5)</sup>                              | 19,060                                       | *  | 19,060  | 0   | 0   |
| Sam Renouf <sup>(5)</sup>                                  | 19,060                                       | *  | 19,060  | 0   | 0   |
| Gary Evans <sup>(5)</sup>                                  | 6,353  | *  | 6,353   | 0   | 0   |
| Sejal Pietrzak <sup>(5)</sup>                              | 25,413                                       | *  | 25,413  | 0   | 0   |
| Andrea Facini <sup>(5)</sup>                               | 22,268                                       | *  | 22,268  | 0   | 0   |
| Greg Ingino <sup>(5)</sup>                                 | 25,413                                       | *  | 25,413  | 0   | 0   |
| Evan Davies <sup>(5)</sup>                                 | 28,621                                       | *  | 28,621  | 0   | 0   |
| Jeff Lambert <sup>(5)</sup>                                | 9,561  | *  | 9,561   | 0   | 0   |
| Amanda Johnson   | 352  | *  | 352   | 0   | 0   |
| Andrew Williams  | 75   | *  | 75  | 0   | 0   |
| Ann McCloskey  | 201  | *  | 201   | 0   | 0   |
| Brian Jawalka  | 321  | *  | 321   | 0   | 0   |
| Chris Kraft  | 151  | *  | 151   | 0   | 0   |
| Darryl Lewis   | 428  | *  | 428   | 0   | 0   |
| Dave Osborne   | 428  | *  | 428   | 0   | 0   |
| Dave Wirta   | 428  | *  | 428   | 0   | 0   |
| Deana Healy  | 132  | *  | 132   | 0   | 0   |
| Gerald Ward  | 151  | *  | 151   | 0   | 0   |
| Imran Shaikh   | 377  | *  | 377   | 0   | 0   |
| Jeremy Muench  | 377  | *  | 377   | 0   | 0   |
| Jimmy Kelly  | 283  | *  | 283   | 0   | 0   |
| Joe Lettween   | 377  | *  | 377   | 0   | 0   |

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|              |     |   |     |   |   |
|--------------|-----|---|-----|---|---|
| Leonard Ward | 123 | * | 123 | 0 | 0 |
| Phil Bussey  | 75  | * | 75  | 0 | 0 |
| Robb Ellis   | 428 | * | 428 | 0 | 0 |
| Sean Pickett | 321 | * | 321 | 0 | 0 |
| Tom Coffey   | 201 | * | 201 | 0 | 0 |

\* Represents less than 1%.

- (1) Assumes that each selling stockholder will resell all of the shares of our common stock offered hereunder.
- (2) The relationship between the Company and the selling stockholders is governed by the purchase agreement and, with the exception of the Management MIU Holders, the stockholders agreement, which are included

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- as Exhibit 2.1, Exhibit 2.2 and Exhibit 4.1 to the registration statement of which this prospectus forms a part.
- (3) For purposes of this table, information as to the percentage of shares beneficially owned is calculated based on 158,846,281 shares of our common stock outstanding as of July 31, 2017, after giving effect to the issuance of 6,357,509 shares of our common stock in connection with the ACTIVE Network acquisition.
  - (4) Vista Equity Partners Fund III GP, LLC ( VEP Fund III ) is the General Partner of VEPF III AIV VI, L.P. Vista Equity Partners Fund IV GP, LLC ( VEP Fund IV ) is the General Partner of each of VEPF IV AIV VII-A, L.P. and VEPF IV AIV VII, L.P. Vista Foundation Fund I GP, LLC ( VFF I ) is the General Partner of VFF I AIV IV, L.P. VEP Group, LLC ( VEP Group ) is the Senior Managing Member of each of VEP Fund III, VEP Fund IV and VFF I. Robert F. Smith is the Managing Member of VEP Group and VEP Global Aggregator, LLC.
  - (5) Such selling stockholder is a Management MIU Holder.

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**PLAN OF DISTRIBUTION**

The selling stockholders will act independently of the Company in making their respective decisions with respect to the timing, manner and size of any sale. Subject to the terms and restrictions set forth in the purchase agreement, the stockholders agreement, certain related agreements and applicable law, the selling stockholders and any of their successors in interest may, from time to time, sell any or all of the shares of the Company's common stock issued as stock consideration pursuant to the purchase agreement and offered hereby directly to a number of purchasers or a single purchaser, or through one or more broker-dealers or agents. A selling stockholder will be responsible for its portion of any commissions charged by such broker-dealers or agents. The securities may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at prices related to the prevailing market prices, at varying prices determined at the time of sale, or at negotiated prices.

The selling stockholders may use any one or more of the following methods when selling shares:

through negotiated transactions;

through purchases by a broker or dealer as principal and resale by that broker or dealer for its account;

in a block trade in which a broker-dealer will attempt to sell the offered shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

on any national securities exchange or quotation service on which the shares may be listed or quoted at the time of sale at market prices prevailing at the time of sale, at prices related to such prevailing market prices, or at negotiated prices;

in the over-the-counter market;

in private transactions other than exchange or quotation service transactions;

through short sales, purchases or sales of put, call or other types of options, forward delivery contracts, swaps, offerings of structured equity-linked securities or other derivative transactions or securities;

in hedging transactions, including, but not limited to:

transactions with a broker-dealer or its affiliate, whereby the broker-dealer or its affiliate will engage in short sales of shares and may use shares to close out its short position;

options or other types of transactions that require the delivery of shares to a broker-dealer or an affiliate thereof, who will then resell or transfer the shares; or

loans or pledges of shares to a broker-dealer or an affiliate, who may sell the loaned shares or, in an event of default in the case of a pledge, sell the pledged shares;

through offerings of securities exercisable, convertible or exchangeable for shares, including, without limitation, securities issued by trusts, investment companies or other entities;

through offerings directly to one or more purchasers, including institutional investors;

through ordinary brokerage transactions and transactions in which a broker solicits purchasers;

in underwritten offerings;

through a combination of any such methods of sale; or

through any other method permitted under applicable law.

Additionally, each selling stockholder may resell all or a portion of its shares in private transactions in reliance upon Rule 144 under the Securities Act; provided it meets the criteria and conforms to the requirements of Rule 144.

Subject to the restrictions set forth in the purchase agreement and the stockholders agreement, the selling stockholders may, from time to time, pledge or grant a security interest in some or all of the shares owned by



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them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares, from time to time, under this prospectus, or under a supplement to this prospectus. The selling stockholders also may transfer the shares in other circumstances, subject to the restrictions set forth in the purchase agreement and the stockholders agreement (including the transfer restrictions described under the section entitled Selling Stockholders beginning on page 10), and certain related agreements, in which case the pledgees, assignees, permitted transferees, donees or other successors-in-interest will be the selling beneficial owners for purposes of this prospectus.

The aggregate proceeds to the selling stockholders from the sale of the shares of our common stock offered by them will be the purchase price of the shares of our common stock less discounts or commissions, if any. Each of the selling stockholders reserves the right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of shares of our common stock to be made directly or through agents.

In connection with an underwritten offering, underwriters or agents may receive compensation in the form of discounts, concessions or commissions from selling stockholders, as applicable, or from purchasers of the offered shares for whom they may act as agents. In addition, underwriters may sell the shares to or through dealers, and those dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters and/or commissions from the purchasers for whom they may act as agents.

Each selling stockholder may be deemed to be a statutory underwriter under the Securities Act. In addition, any underwriters or broker-dealers who act in connection with the sale of the registrable securities may be deemed to be underwriters within the meaning of Section 2(11) of the Securities Act, and any commissions received by them and profit on any resale of the registrable securities as principal may be deemed to be underwriting discounts and commissions under the Securities Act. Broker-dealers engaged by the selling stockholders may arrange for other brokers-dealers to participate in sales. Such broker-dealers and any other participating broker-dealers may, in connection with such sales, be deemed to be underwriters within the meaning of the Securities Act. If the selling stockholders effect such transactions through broker-dealers or agents, such broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the selling stockholders or commissions from purchasers of the shares for whom they may act as agent or to whom they may sell as principal, or both (which discounts, concessions or commissions as to particular broker-dealers or agents may be less than or in excess of those customary in the types of transactions involved). Any discounts or commissions received by any such broker-dealers may be deemed to be underwriting discounts and commissions under the Securities Act.

To the extent applicable we will make copies of this prospectus available to the selling stockholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act.

Underwriters, brokers, dealers, agents and others to whom the selling stockholders may transfer shares may be customers of, engage in transactions with, or perform services for, us and our subsidiaries in the ordinary course of business. The selling stockholder may have agreements with the underwriters, brokers, dealers, agents and others to indemnify them against certain civil liabilities, including liabilities under the Securities Act, or to contribute with respect to payments that the underwriters, brokers, dealers, agents and others may be required to make.

Underwriters, brokers, dealers and agents may from time to time purchase and sell our securities in the secondary market, but are not obligated to do so, and there can be no assurance that there will be a secondary market for the securities or liquidity in the secondary market if one develops. From time to time, underwriters and agents may make a market in our securities but are not obligated to do so and may cease to do so at any time.

There can be no assurance that the selling stockholders will sell any or all of the shares registered pursuant to the registration statement of which this prospectus forms a part.

In order to comply with the securities laws of some states, if applicable, shares of our common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states

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shares of our common stock may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with.

We have advised the selling stockholders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of our common stock in the market and to the activities of the selling stockholders and their affiliates. The foregoing may affect the marketability of shares of our common stock.

We agreed to indemnify the selling stockholders and their directors, managers, officers, employees, agents, partners and affiliates and each person who controls (within the meaning of Section 15 of the Securities Act and Section 20 of the Exchange Act) such selling stockholders from and against certain liabilities, including certain liabilities under the Securities Act and the Exchange Act, in accordance with the purchase agreement. We may be indemnified by the selling stockholders against certain liabilities, including certain liabilities under the Securities Act and the Exchange Act, in accordance with the purchase agreement (but only as such liability relates to information provided to us by the relevant selling stockholder).

## **DESCRIPTION OF CAPITAL STOCK**

The following description of our capital stock is not complete and is qualified in its entirety by reference to the applicable provisions of the Georgia Business Corporation Code (the "GBCC"), our Second Amended and Restated Articles of Incorporation ( "articles of incorporation" ) and Eighth Amended and Restated Bylaws ( "bylaws" ), which have been filed as Exhibit 3.1 and Exhibit 3.2, respectively, to the registration statement of which this prospectus forms a part, and other information with respect to our common stock which has been publicly filed with the SEC. See "Where You Can Find More Information."

### **Common Stock**

We have 200,000,000 shares of authorized common stock, without par value. As of July 31, 2017, and after giving effect to the issuance of 6,357,509 shares of our common stock in connection with the ACTIVE Network acquisition, 158,846,281 shares of our common stock were outstanding.

*Dividend Rights.* Holders of our common stock are entitled to receive dividends as and when declared by our board of directors in its discretion, payable out of any of our assets at the time legally available for the payment of dividends in accordance with the GBCC.

*Voting Rights.* Each holder of a share of our common stock is entitled to one vote. Directors will be elected by a majority of shares voting on the matter, except that where the number of nominees exceeds the number of directors to be elected at a meeting as of the meeting's record date, then each director will be elected by a plurality of the votes cast. Among other things, certain amendments to our articles of incorporation or bylaws require the affirmative vote of the holders of at least two-thirds of the voting power of the outstanding shares of our capital stock entitled to vote in the election of directors. If we issue preferred stock, holders of such stock may possess voting rights.

*Liquidation Rights.* Holders of our common stock are entitled to receive a pro rata distribution of our net assets upon dissolution.

*Preemptive Rights.* Our shareholders are not entitled to any preemptive rights to purchase or receive any shares of our common stock, any obligation convertible into or exchangeable for shares of our common stock or any warrants, options, or rights to purchase or subscribe for any convertible or exchangeable obligation. Our board of directors, at its discretion, may issue such stock or other securities to any party and on terms it deems advisable.

**Preferred Stock**

We have 5,000,000 shares of authorized preferred stock, without par value, of which no shares were issued or outstanding as of July 31, 2017.

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Our board of directors is authorized, pursuant to our articles of incorporation, to issue one or more series of preferred stock, with such full or limited voting powers, or no voting powers, and such designations, powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions as our board of directors may decide.

The issuance of preferred stock could adversely affect the rights of holders of common stock.

## **Miscellaneous**

Our articles of incorporation contains no restrictions on the alienability of our common stock. Our common stock is traded on the New York Stock Exchange under the symbol GPN.

## **Anti-Takeover Effects of Certain Provisions of our Articles of Incorporation and Bylaws**

Certain provisions of our articles of incorporation, our bylaws and the GBCC could make it more difficult to consummate an acquisition of control of the Company by means of a tender offer, a proxy fight, open market purchases or otherwise in a transaction not approved by our board of directors, regardless of whether our shareholders support the transaction. The summary of the provisions set forth below does not purport to be complete and is qualified in its entirety by reference to our articles of incorporation, our bylaws and the GBCC.

*Classified board of directors.* Pursuant to our bylaws, the directors are divided into three groups, each composed, as nearly as possible, of one-third of the total number of directors. In the event that the number of directors is not evenly divisible by three, the board of directors will determine in which group the remaining director or directors, as the case may be, should be included. The term of office of each director is three years, but the election of the directors is staggered so that only one group of directors is up for reelection at each annual meeting of the shareholders. The classification of the board of directors may have the effect of making it more difficult for shareholders to change the composition of the board of directors.

*Requirements for removal of directors.* Our bylaws provides that directors may be removed only for cause by the affirmative vote of the holders of at least two-thirds of the votes entitled to be cast in the election of such directors. The shareholders may remove a director only at a special meeting called for the purpose of removing the director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

*Special meetings of shareholders.* Our bylaws provides that a special meeting of our shareholders may be called by our board of directors, the chairman of our board of directors, our chief executive officer or the holders of two-thirds of the votes entitled to be cast at such special meeting (following delivery of the requisite written requests).

*Shareholder action by written consent.* In accordance with our bylaws and Section 14-2-704 of the GBCC, action required or permitted to be taken at a shareholders meeting may be taken without a meeting if the action is taken by all shareholders entitled to vote on the action. The action must be evidenced by one or more written consents, signed by such shareholders and delivered to the Company for inclusion in the

minutes or filing with the corporate records.

*Shareholder advance notice procedures.* Our bylaws establish advance notice procedures with respect to shareholder proposals and the nomination of candidates for election as directors. These provisions may have the effect of precluding the conduct of certain business at a meeting if the proper procedures are not followed.

*Supermajority approval requirements.* Certain amendments to our articles of incorporation or bylaws require the affirmative vote of the holders of at least two-thirds of the voting power of the outstanding shares of our capital stock entitled to vote in the election of directors.

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*Additional Authorized Shares of Capital Stock.* The additional shares of authorized common stock and preferred stock available for issuance under our articles of incorporation could be issued at such times, under such circumstances and with such terms and conditions as to impede a change in control.

### **Anti-Takeover Effects of Certain Provisions of Georgia Law**

*Georgia Business Combination Statute.* Sections 14-2-1131 through 14-2-1133 of the GBCC (the Business Combination Provisions ) generally restrict a company from entering into certain business combinations (as defined in the GBCC) with an interested shareholder (as defined in the GBCC) for a period of five years after the date on which such shareholder became an interested shareholder unless:

the transaction is approved by the board of directors of the company prior to the date the person became an interested shareholder;

the interested shareholder acquires at least 90% (calculated pursuant to GBCC Section 14-2-1132) of the company's voting stock in the same transaction in which such person became an interested shareholder; or

subsequent to becoming an interested shareholder, the shareholder acquires at least 90% (calculated pursuant to GBCC Section 14-2-1132) of the company's voting stock and the business combination is approved by the holders of a majority of the voting stock entitled to vote on the matter (excluding the stock held by the interested shareholder and certain other persons pursuant to GBCC Section 14-2-1132).

The Business Combination Provisions of the GBCC do not apply to a corporation unless the bylaws of the corporation specifically provide that these provisions are applicable to the corporation. Our bylaws contain provisions consistent with the Business Combination Provisions. The foregoing description of the Business Combination Provisions of the GBCC does not purport to be complete and is qualified in its entirety by reference to the provisions of Sections 14-2-1131 through 14-2-1133 of the GBCC.

### **Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is Computershare Trust Company, N.A.

## **LEGAL MATTERS**

Unless otherwise specified in an applicable prospectus supplement, the validity of the shares of our common stock offered by this prospectus will be passed upon for us by David L. Green, Executive Vice President, General Counsel and Corporate Secretary. As of July 31, 2017, and after giving effect to the issuance of 6,357,509 shares of our common stock in connection with the ACTIVE Network acquisition, Mr. Green beneficially owned shares of our common stock and options to acquire shares of our common stock representing less than 1% of the total outstanding shares of our common stock. Any brokers, dealers or agents will be advised about the validity of the shares of our common stock offered by this prospectus and other legal matters by their own counsel.

## **EXPERTS**

The consolidated financial statements incorporated in this prospectus by reference from the Company's Transition Report on Form 10-K for the seven months ended December 31, 2016 and the effectiveness of the Company's internal

control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports which are incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the reports of such firm given upon its authority as experts in accounting and auditing.



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**6,357,509 Shares**

**Global Payments Inc.**

**Common Stock**

**Prospectus**

**Table of Contents****PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution**

The following table sets forth all fees and expenses payable by the registrant expected to be incurred in connection with the issuance and distribution of the securities being registered hereby.

|   |                   |
|---|-------------------|
| Securities and Exchange Commission registration fee | \$ 69,321.47      |
| Transfer Agent and Registrar fees                   | \$ 4,000.00       |
| Accounting fees and expenses                        | \$ 17,500.00      |
| Printing expenses                                   | \$ 7,500.00       |
| Legal fees, expenses and miscellaneous              | *                 |
| <br>Total   | <br>\$ 98,321.47* |

\* The foregoing sets forth the general categories of fees and expenses that we anticipate we will incur in connection with the offering of securities under the registration statement. Certain fees and expenses are not currently determinable. An estimate of any further aggregate fees and expenses in connection with the distribution of the securities being offered will be included in any applicable prospectus supplement to the extent required.

**Item 15. Indemnification of Directors and Officers**  
**Limitation on Liability of Directors**

Subsection (a) of Section 14-2-851 of the GBCC provides that a corporation may indemnify an individual made a party to a proceeding because he or she is or was a director against liability incurred in the proceeding if: (a) such individual conducted himself or herself in good faith; and (b) such individual reasonably believed: (i) in the case of conduct in his or her official capacity, that such conduct was in the best interests of the corporation; (ii) in all other cases, that such conduct was at least not opposed to the best interests of the corporation and (iii) in the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful. Subsection (d) of Section 14-2-851 of the GBCC provides that a corporation may not indemnify a director: (1) in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct or (2) in connection with any proceeding with respect to conduct for which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity. Notwithstanding the foregoing, pursuant to Section 14-2-854 of the GBCC, a court shall order a corporation to indemnify or give an advance for expenses to a director if such court determines the director is entitled to indemnification under the indemnification provisions of the GBCC or if it determines that in view of all relevant circumstances, it is fair and reasonable, even if the director has not met the standard of conduct set forth in subsections (a) and (b) of Section 14-2-851 of the GBCC, failed to comply with Section 14-2-853 of the GBCC, or was adjudged liable in a proceeding referred to in paragraph (1) or (2) of subsection (d) of Section 14-2-851 of the GBCC, but if the director

was adjudged so liable, the indemnification shall be limited to reasonable expenses incurred by the director in connection with the proceeding.

Section 14-2-852 of the GBCC provides that a corporation shall indemnify a director who was wholly successful in the defense of any proceeding to which the director was a party because he or she was a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding. Subsection (a) of Section 14-2-857 of the GBCC provides that a corporation may indemnify and advance expenses to an officer of the corporation who is a party to a proceeding because he or she is an officer of the corporation: (1) to the same extent as a director and (2) if he or she is not a director, to such further extent as may

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be provided by the articles of incorporation, the bylaws, a resolution of the board of directors, or contract except for liability arising out of conduct that constitutes (a) appropriation, in violation of his or her duties, of any business opportunity of the corporation, (b) acts of omission which involve intentional misconduct or a knowing violation of the law, (c) the types of liability set forth in Section 14-2-832 of the GBCC, or (d) receipt of an improper personal benefit. Subsection (c) of Section 14-2-857 of the GBCC provides that an officer of the corporation who is not a director is entitled to mandatory indemnification under Section 14-2-852 of the GBCC and may apply to a court under Section 14-2-854 of the GBCC for indemnification or advances for expenses, in each case to the same extent to which a director may be entitled to indemnification or advances for expenses under those provisions.

As permitted by the GBCC, our bylaws require us to indemnify any director or officer who is party to a proceeding because he or she is or was a director or officer against liability incurred in such proceeding. Our bylaws generally prohibit us from indemnifying any officer or director who is adjudged liable to the Company or is subjected to injunctive relief in favor of the Company (a) for any appropriation, in violation of his or her duties, of any business opportunity of the Company, (b) for acts or omissions which involve intentional misconduct or a knowing violation of law, (c) for the types of liability set forth in Section 14-2-832 of the GBCC, or (d) for any transaction from which he or she received improper personal benefits. Our bylaws require us, under certain circumstances, to advance expenses to our officers and directors who are parties to a proceeding for which indemnification may be sought.

Our bylaws also provide that we must advance expenses, as incurred, to our directors and officers in connection with a legal proceeding, to the fullest extent permitted by Georgia law, subject to limited exceptions. These rights are deemed to have fully vested at the time the indemnitee assumes his or her position with the Company and will continue as to an indemnitee who has ceased to be a director or officer and will inure to the benefit of the indemnitee's heirs, executors and administrators.

Certain of our employee benefit plans provide indemnification of directors and other agents against certain claims arising from the administration of such plans.

The Company also provides insurance from commercial carriers against certain liabilities incurred by our directors and officers.

As permitted by the GBCC, our articles of incorporation contain a provision that eliminates a director's personal liability to the Company or its shareholders for monetary damages for any action taken, or any failure to take any action, except liability for:

any appropriation, in violation of his or her duties, of any business opportunity of the Company;

acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

the types of liability specified in Section 14-2-832 of the GBCC; and

any transaction from which the director derives an improper personal benefit.

These provisions may have the effect of reducing the likelihood of derivative litigation against directors and may discourage or deter our shareholders or the Company from bringing a lawsuit against our directors. However, these

provisions do not limit or eliminate the Company's rights or those of any shareholder to seek non-monetary relief, such as an injunction or rescission, in the event of a breach of a director's fiduciary duty. The SEC has taken the position that this provision will have no effect on claims arising under federal securities laws.

The foregoing summaries are subject to the complete text of the GBCC and our articles of incorporation and bylaws and are qualified in their entirety by reference thereto.

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### **Item 16. Exhibits**

The exhibits to this registration statement are listed in the Exhibit Index to this registration statement, which Exhibit Index is hereby incorporated by reference.

### **Item 17. Undertakings**

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the U.S. Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and
  - (iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;  
*provided, however,* that subparagraphs (1)(i), (1)(ii) and (1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the U.S. Securities and Exchange Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
- (i) each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
  - (ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona

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bona fide offering thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

- (5) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (6) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the registrant, the registrant has been informed that in the opinion of the U.S. Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.



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| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>  |
|---------------------------|--|
| 2.1                       | <u>Stock Purchase and Merger Agreement, dated as of August 2, 2017, by and among Athlaction Topco, LLC, the Vista Blocker Sellers (as defined therein), Vista Equity Partners Management, LLC, as Sellers Representative, Global Payments Inc., Athens Merger Sub, LLC and the Vista AIVs and Vista GPs (as defined therein and solely for the limited purposes set forth therein), incorporated by reference to Exhibit 2.1 to Global Payments Inc.'s Current Report on Form 8-K filed August 8, 2017.</u>                    |
| 2.2                       | <u>Amendment No. 1 to the Stock Purchase and Merger Agreement, dated as of August 31, 2017, by and among Global Payments Inc., Athlaction Topco, LLC, Vista Equity Partners Management, LLC, as Sellers Representative, and VEP Global Aggregator, LLC, incorporated by reference to Exhibit 2.2 to Global Payments Inc.'s Current Report on Form 8-K filed September 6, 2017.</u>   |
| 3.1                       | <u>Second Amended and Restated Articles of Incorporation of Global Payments Inc., incorporated by reference to Exhibit 3.1 to Global Payments Inc.'s Annual Report on Form 10-K filed July 25, 2013.</u>   |
| 3.2                       | <u>Eighth Amended and Restated Bylaws of Global Payments Inc., incorporated by reference to Exhibit 3.1 to Global Payments Inc.'s Current Report on Form 8-K filed May 4, 2017.</u>  |
| 4.1                       | <u>Stockholders Agreement, dated as of August 31, 2017, by and among Global Payments Inc., VEPF IV AIV VII-A, L.P., VEP Global Aggregator, LLC, VEPF III AIV VI, L.P., VEPF IV AIV VII, L.P., VFF I AIV IV, L.P., Vista Equity Partners Fund III GP, LLC, Vista Equity Partners Fund IV GP, LLC, Vista Foundation Fund I GP, LLC, Todd Tyler, Ronald Tanner and certain other signatories thereto, incorporated by reference to Exhibit 10.1 to Global Payments Inc.'s Current Report on Form 8-K filed September 6, 2017.</u> |
| 5.1                       | <u>Opinion of David L. Green as to validity of the securities being registered.</u>  |
| 23.1                      | <u>Consent of Deloitte &amp; Touche LLP, Independent Registered Public Accounting Firm of Global Payments Inc.</u>   |
| 23.2                      | <u>Consent of David L. Green (included in Exhibit 5.1).</u>  |
| 24.1                      | <u>Power of Attorney of certain officers and directors of Global Payments Inc. (included on the signature page of this registration statement).</u>  |

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Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 7th day of September, 2017.

GLOBAL PAYMENTS INC.

By: /s/ Cameron M. Bready  
Cameron M. Bready  
Senior Executive Vice President and

Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeffrey S. Sloan as such person's true and lawful attorney-in-fact and agents, with full power of substitution and resubstitution for such person and in such person's name, place and stead, in any and all capacities, to sign, execute and file any amendments (including, without limitation, post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all documents required to be filed in connection therewith, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises in order to effectuate the same as fully to all intents and purposes as such person might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact and agent or any substitute therefor may lawfully do or cause to be done. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement and power of attorney has been signed by the following persons in the capacities indicated on this 7th day of September, 2017.

| <b>Signatures</b>      | <b>Title</b>  |
|------------------------|---|
| /s/ Jeffrey S. Sloan   | Chief Executive Officer and Director                        |
| Jeffrey S. Sloan       | (Principal Executive Officer)                               |
| /s/ Cameron M. Bready  | Senior Executive Vice President and Chief Financial Officer |
| Cameron M. Bready      | (Principal Financial Officer)                               |
| /s/ David M. Sheffield | Senior Vice President and Chief Accounting Officer          |
| David M. Sheffield     | (Principal Accounting Officer)                              |

/s/ William I Jacobs Chairman of the Board

William I Jacobs

/s/ John G. Bruno Director

John G. Bruno

/s/ Robert H.B. Baldwin, Jr. Director

Robert H.B. Baldwin, Jr.

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|                         |          |
|-------------------------|----------|
| /s/ Mitchell L. Hollin  | Director |
| Mitchell L. Hollin      |          |
| /s/ Ruth Ann Marshall   | Director |
| Ruth Ann Marshall       |          |
| /s/ John M. Partridge   | Director |
| John M. Partridge       |          |
| /s/ William B. Plummer  | Director |
| William B. Plummer      |          |
| /s/ Alan M. Silberstein | Director |
| Alan M. Silberstein     |          |

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