

SONOCO PRODUCTS CO  
Form S-8 POS  
August 21, 2015

Registration No. 333-184692

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

FORM S-8  
(Post-Effective Amendment No. 1)

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SONOCO PRODUCTS COMPANY  
(Exact name of registrant as specified in its charter)

South Carolina  
(State or other jurisdiction of  
incorporation or organization)

57-0248420  
(I.R.S. Employer  
Identification No.)

One North Second Street, Hartsville, South Carolina 29550  
(Address of principal executive offices and zip code)

SONOCO PRODUCTS COMPANY  
Sonoco Products Company 2012 Long-Term Incentive Plan  
(Full title of the plan)

Barry L. Saunders  
Senior Vice President and  
Chief Financial Officer  
Sonoco Products Company  
One North Second Street  
Hartsville, South Carolina 29550  
(Name and address of agent for service)

Copies to:  
Suzanne Hulst Clawson, Esquire  
George S. King, Jr., Esquire  
Haynsworth Sinkler Boyd, P.A.  
1201 Main Street, Suite 2200  
Columbia, South Carolina 29201  
(803) 779-3080

(843) 383-7000  
(Telephone number, including  
area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  x  
Non-accelerated filer  o (Do not check if a smaller reporting company)  
company  o

Accelerated filer  o  
Smaller reporting  
company  o



## INTRODUCTION

This Post-Effective Amendment No. 1 to Registration Statement No. 333-184692 on Form S-8 is being filed for the purpose of removing from registration any securities that have been registered for issuance but remain unsold under the Sonoco Products Company 2012 Long-Term Incentive Plan (the "Plan"), as well as the indeterminate number of shares originally registered for issuance to prevent dilution in the event of stock splits, stock dividends or similar transactions with respect to shares acquired pursuant to the terms of the Plan. This Post-Effective Amendment No. 1 is being filed pursuant to the undertaking in Part II, Item 9(3) of the Registration Statement because, effective August 12, 2015, the Registrant has terminated the offering of securities pursuant to the Plan.

## TERMINATION OF REGISTRATION

Based on the foregoing Explanatory Note, the Registrant is, therefore, filing this Post-Effective Amendment No. 1 to Registration Statement No. 333-184692 on Form S-8 to deregister all of the shares of Sonoco Products Company Common Stock that remained available for issuance under the Plan, but unsold, upon termination of the offering on August 12, 2015, as well as the indeterminate number of shares originally registered for issuance to prevent dilution in the event of stock splits, stock dividends or similar transactions with respect to shares acquired pursuant to the terms of the Plan.

## SIGNATURES

The Registrant

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hartsville, State of South Carolina on August 21, 2015.

Sonoco Products Company

By: s/M. Jack Sanders  
M. Jack Sanders  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities indicated on August 21, 2015.

Sonoco Products Company

By: s/Barry L. Saunders  
Barry L. Saunders  
Senior Vice President and Chief Financial Officer  
(principal accounting officer)



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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities indicated on August 21, 2015.

s/M. Jack Sanders    President, Chief Executive Officer  
and Director

M. Jack Sanders

Executive Chairman

Harris E. DeLoach, Jr.

Director

Harry A. Cockrell

s/Pamela L. Davies  
Pamela L. Davies

Director

s/John R. Haley  
John R. Haley

Director

s/Richard G. Kyle  
Richard G. Kyle

Director

s/Edgar H. Lawton, III  
Edgar H. Lawton, III

Director

Director

John E. Linville

s/Blythe J. McGarvie  
Blythe J. McGarvie

Director

s/James M. Micali  
James. M. Micali

Director

s/Sundaram Nagarajan  
Sundaram Nagarajan

Director

s/ Marc D. Oken  
Marc D. Oken

Director

Director

Thomas E. Whiddon