

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **February 26, 2019**

**AVERY DENNISON CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**1 -7685**

(Commission  
File Number)

**95-1492269**

(IRS Employer  
Identification No.)

**207 Goode Avenue  
Glendale, California**

(Address of principal executive offices)

**91203**

(Zip Code)

Registrant's telephone number, including area code **(626) 304-2000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Section 5 - Corporate Governance and Management

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On February 26, 2019, Dean A. Scarborough, current Chairman of the Board of Directors (the “Board”) of Avery Dennison Corporation (the “Company”), notified the Board of his decision not to stand for reelection at the Company’s 2019 annual meeting of stockholders (the “Annual Meeting”) to be held on April 25, 2019 so that he may focus on other endeavors. Mr. Scarborough’s decision was not the result of any disagreement with the Company.

On February 28, 2019, upon the recommendation of its Governance and Social Responsibility Committee, the Board elected the Company’s President and Chief Executive Officer, Mitchell R. Butier, to serve as Chairman of the Board following the Annual Meeting, subject to his reelection.

A copy of the press release announcing the Company’s transition in Board leadership is attached hereto as Exhibit 99.1.

## Section 9 - Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press release, dated March 1, 2019, announcing transition in Board leadership of Avery Dennison Corporation.](#)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AVERY DENNISON CORPORATION**

Date: March 1, 2019

By: /s/ Susan C. Miller

Name: Susan C. Miller

Title: Senior Vice President, General Counsel and Secretary

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Press Release

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For Immediate Release

## **AVERY DENNISON ANNOUNCES TRANSITION IN BOARD LEADERSHIP**

*President and CEO Mitch Butier elected to replace retiring Chairman Dean Scarborough*

**Glendale, CA, March 1, 2019**--Avery Dennison Corporation (NYSE: AVY) announced today that its board of directors has elected president and CEO, Mitch Butier, to serve as chairman of the board following the company's annual meeting of shareholders on April 25, 2019, subject to his reelection. Dean Scarborough, Avery Dennison's current chairman, has informed the board of his intention to not stand for reelection.

"Avery Dennison has benefited over the years from Dean's leadership and deep experience as chairman. We wish him all the best," said David Pyott, lead independent director of the Avery Dennison Board. "Today's decision reflects the board's confidence in Mitch's leadership and his ability to execute our vision and strategies to take Avery Dennison into the future."

Scarborough leaves the board after serving nine years as chair, capping a career with the company that began in 1983. He served as president and CEO from 2005 to 2016.

"I believe deeply in Avery Dennison and its people, and it has been an honor to serve as chairman," Scarborough said. "As I conclude my work with the company, I do so knowing that Mitch will serve as chairman with the same skill and commitment that he has applied to his leadership of the company."

"I'm honored to be elected chairman," Butier said. "Dean has been an invaluable partner over the years. I would like to thank him for his many years of leadership at the company, and for his personal counsel to me. I look forward to working with the board to continue creating long-term value for our employees, customers, shareholders and communities."

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## About Avery Dennison

Avery Dennison Corporation (NYSE: AVY) is a global materials science and manufacturing company specializing in the design and manufacture of a wide variety of labeling and functional materials. The company's products, which are used in nearly every major industry, include pressure-sensitive materials for labels and graphic applications; tapes and other bonding solutions for industrial, medical and retail applications; tags, labels and embellishments for apparel; and radio-frequency identification (RFID) solutions serving retail apparel and other markets. Headquartered in Glendale, California, the company employs approximately 30,000 employees in more than 50 countries. Reported sales in 2018 were \$7.2 billion. Learn more at [www.averydennison.com](http://www.averydennison.com).

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