

TREDEGAR CORP  
Form 10-K/A  
February 23, 2017

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

FORM 10-K/A

(Amendment No. 1)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-10258

TREDEGAR CORPORATION

(Exact name of registrant as specified in its charter)

|                                   |                     |
|-----------------------------------|---------------------|
| Virginia                          | 54-1497771          |
| (State or other jurisdiction      | (I.R.S. Employer    |
| of incorporation or organization) | Identification No.) |

|                                          |            |
|------------------------------------------|------------|
| 1100 Boulders Parkway,                   | 23225      |
| Richmond, Virginia                       |            |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: 804-330-1000

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class             | Name of Each Exchange on Which Registered |
|---------------------------------|-------------------------------------------|
| Common Stock                    | New York Stock Exchange                   |
| Preferred Stock Purchase Rights | New York Stock Exchange                   |

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for at least the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or

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information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K ". 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. (Check one):

Large accelerated filer" Accelerated filer x

Non-accelerated filer " (Do not check if a smaller reporting company) Smaller reporting company"

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes " No x

Aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant as of June 30, 2016 (the last business day of the registrant's most recently completed second fiscal quarter): \$411,286,270\*

Number of shares of Common Stock outstanding as of January 31, 2017: 32,963,939 (32,795,168 as of June 30, 2016)

In determining this figure, an aggregate of 7,281,133 shares of Common Stock beneficially owned by Floyd D. \*Gottwald, Jr., John D. Gottwald, William M. Gottwald and the members of their immediate families has been excluded because the shares are deemed to be held by affiliates. The aggregate market value has been computed based on the closing price in the New York Stock Exchange on June 30, 2016.

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#### EXPLANATORY NOTE

Tredegar Corporation (the "Company") filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the "Form 10-K") with the U.S. Securities and Exchange Commission (the "SEC") on February 22, 2017. The Company is filing this Amendment No. 1 ("Amendment") to Annual Report on Form 10-K/A for the sole purpose of filing the Exhibits 10.12, 10.17 and 21 to the Form 10-K. No revisions are being made to the Company's financial statements. This Amendment does not reflect events occurring after the filing of the Form 10-K or modify or update those disclosures that may be affected by subsequent events. No other changes are being made to any other disclosure contained in the Form 10-K.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment.

#### Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Exhibits:

##### EXHIBIT INDEX

\*+10.12 Summary of Director Compensation for Fiscal 2016

\*+10.17 Severance Agreement with Michael J. Schewel, dated May 9, 2016

+21 Subsidiaries of Tredegar Corporation

+31.1 Certification of John D. Gottwald, President and Chief Executive Officer of Tredegar Corporation, pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

+31.2 Certification of D. Andrew Edwards, Vice President and Chief Financial Officer of Tredegar Corporation, pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

\*Denotes compensatory plans or arrangements or management contracts.

+Filed herewith

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TREDEGAR CORPORATION

(Registrant)

Dated: February 23, 2017 By /s/ D. Andrew Edwards

D. Andrew Edwards

Vice President and Chief Financial Officer