

TREDEGAR CORP
Form SC 13D/A
December 02, 2013

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 10)*

TREDEGAR CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of class of securities)

894650 100

(CUSIP NUMBER)

John D. Gottwald
William M. Gottwald
Floyd D. Gottwald, Jr.
c/o John D. Gottwald
Westham Partners

9030 Stony Point Parkway, Suite 170
Richmond, Virginia 23235
Telephone No. 804-560-6961

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

Copy to:

Jay Clayton
Janet Geldzahler
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
Telephone No. 212-558-4000

December 2, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

CUSIP NO. 894650 100

13D

Page 2 of 8

1 NAMES OF REPORTING PERSON

John D. Gottwald

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a) T

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF 1,983,041

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,929,462

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,983,041

WITH 10 SHARED DISPOSITIVE POWER

2,929,462

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,912,503

12 CHECK BOX, IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.2%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 894650 100

13D

Page 3 of 8

1 NAMES OF REPORTING PERSON

William M. Gottwald

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a) T

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7

SOLE VOTING POWER

NUMBER OF
SHARES

8

63,676

SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

9

2,657,099

SOLE DISPOSITIVE POWER

REPORTING

PERSON

10

63,676

SHARED DISPOSITIVE POWER

WITH

2,657,099

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,720,775

12 CHECK BOX, IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.4%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 894650 100

13D

Page 4 of 8

1 NAMES OF REPORTING PERSON

Floyd D. Gottwald, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a) T

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF 2,265,395

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 123,965

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,265,395

WITH 10 SHARED DISPOSITIVE POWER

123,965

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,389,360

12 CHECK BOX, IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.4%

14 TYPE OF REPORTING PERSON

IN

* Amendment No. 10 amends and supplements Amendment Nos. 1 through 9 to the statement on Schedule 13D initially filed on August 15, 1989 with respect to shares of common stock (the "Common Stock") of Tredegar Corporation (the "Issuer"), as well as the Schedule 13D filed by Floyd D. Gottwald, Jr. on January 21, 2009.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended by adding the following:

Amendment No. 9 to the Schedule 13D by John D. Gottwald, William M. Gottwald and Floyd D. Gottwald, Jr. (collectively, the "Gottwalds") attached the request of the Gottwalds to the board of directors of the Issuer (the "Board") to advise whether the nomination of individuals who owned Common Stock would, in the absence of any agreement as to how the nominee would vote his or her shares, constitute "beneficial ownership" of the nominee's shares under the Issuer's shareholder rights agreement. The Gottwalds have been advised that the Board is unable to respond at this time to that question. While the Gottwalds would prefer to meet with shareholders and solicit their views as to potential director candidates, in order to avoid the risk that the Board would trigger the shareholder rights agreement on shareholders as a result of any such discussions, the Gottwalds ask that any shareholder of the Issuer who wishes to suggest potential nominees to the Board may do so by email to EMCCARTHY@dfking.com. In light of the Board's stated inability to advise the Gottwalds on the question as to the impact under the shareholder rights agreement of nominating individuals who own Common Stock, the Gottwalds request that only individuals who do not own Common Stock be suggested and that such individuals have indicated a willingness to be nominated.

Item Material to be Filed as Exhibits.

7.

Exhibit 1 Agreement among Floyd D. Gottwald, Jr., John D. Gottwald and William M. Gottwald with respect to the filing of this Amendment No. 10 to the Schedule 13D.

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: December 2, 2013

/s/ John D. Gottwald
John D. Gottwald

/s/ William M. Gottwald
William M. Gottwald

/s/ Floyd D. Gottwald, Jr.
Floyd D. Gottwald, Jr.

EXHIBIT INDEX

Exhibit 1 Agreement among Floyd D. Gottwald, Jr., John D. Gottwald and William M. Gottwald with respect to the filing of this Amendment No. 10 to the Schedule 13D.