

AVERY DENNISON CORPORATION  
Form 8-K  
January 27, 2009

**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): January 27, 2009 (January 23, 2009)**

**AVERY DENNISON CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**1 -7685**

**95-1492269**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**150 North Orange Grove Boulevard  
Pasadena, California**

**91103**

(Address of principal executive offices)

(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))

## **Section 2 Financial Information**

### **Item 1.01 Entry into a Material Definitive Agreement**

(a) On January 23, 2009, Avery Dennison Corporation ( the Company ) entered into an amendment to the credit agreement for a \$1 billion revolving credit facility (the Revolver ) with certain domestic and foreign banks (the Revolver Lenders ), maturing August 10, 2012. The amendment increases the Company s flexibility for a specified period of time under the customary financial covenants to which the Revolver is subject and excludes certain restructuring charges from the calculation of certain ratios under those covenants. The amendment increases the typical annual interest rate of the Revolver to the annual rate of, at the Company s option, either (i) between LIBOR plus 1.800% and LIBOR plus 3.500%, depending on the Company s debt ratings by either S&P or Moody s, or (ii) the higher of (A) the federal funds rate plus 0.50% or (B) the prime rate, plus between 0.800% and 2.500%, depending on the Company s debt ratings by either S&P or Moody s. The amendment also provides for an increase in the facility fee payable under the Revolver to the annual rate of between 0.200% and 0.500%, depending on the Company s debt ratings by either S&P or Moody s.

(b) On January 23, 2009, Avery Dennison Office Products Company ( ADOPC ), a wholly-owned subsidiary of the Company, entered into an amendment to the credit agreement for a \$400 million term loan credit facility ( Credit Facility ) with certain domestic and foreign banks (the Lenders ), maturing February 8, 2011. ADOPC s payment and performance under the agreement remain guaranteed by the Company. The amendment increases the Company s flexibility for a specified period of time under the customary financial covenants to which the Credit Facility is subject and excludes certain restructuring charges from the calculation of certain ratios under those covenants. The amendment also increases the typical annual interest rate of the Credit Facility to the annual rate of, at ADOPC s option, either (i) between LIBOR plus 2.000% and LIBOR plus 4.000%, depending on the Company s debt ratings by either S&P or Moody s, or (ii) the higher of (A) the federal funds rate plus 0.50% or (B) the prime rate, plus between 1.000% and 3.000%, depending on the Company s debt ratings by either S&P or Moody s. The amendment provides for the partial repayment of the loans under the Credit Facility in \$15 million quarterly installments beginning in April 2009.

### **Item 2.02 Results of Operations and Financial Condition.**

Avery Dennison Corporation s news release dated January 27, 2009, regarding its preliminary, unaudited financial results for the fourth quarter of 2008. This information is being furnished (not filed) under this Form 8-K.

Additionally, the Company will discuss its preliminary financial results during a webcast and teleconference call today at 2:00 p.m. (EDT). To access the webcast and teleconference call, please go to the Company s Web site at <http://www.investors.averydennison.com>.

Avery Dennison Corporation s presentation dated January 27, 2009, regarding its preliminary financial review and analysis for the fourth quarter of 2008, is attached hereto as Exhibit 99.2. This information is being furnished (not filed) under this Form 8-K. Additionally, this information is available on the Company s Web site at <http://www.investors.averydennison.com>.

## **Section 9 Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 On January 27, 2009, Avery Dennison Corporation issued a news release announcing its preliminary, unaudited financial results for the fourth quarter and fiscal year ending December 27, 2008.

- 99.2 On January 27, 2009, Avery Dennison Corporation provided a presentation regarding its preliminary financial review and analysis for the fourth quarter and fiscal year ending December 27, 2008.
- 99.3 Avery Dennison Corporation's Second Amendment to First Amended and Restated Revolving Credit Agreement.
- 99.4 Avery Dennison Office Products Company's Second Amendment to Credit Agreement.

**SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS**

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements contained in this report on Form 8-K and in Exhibit 99.1 and Exhibit 99.2 are forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Such forward-looking statements and financial or other business targets are subject to certain risks and uncertainties. Actual results and trends may differ materially from historical or expected results depending on a variety of factors, including but not limited to risks and uncertainties relating to investment in development activities and new production facilities; fluctuations in cost and availability of raw materials; ability of the Company to achieve and sustain targeted cost reductions; ability of the Company to generate sustained productivity improvement; successful integration of acquisitions; successful implementation of new manufacturing technologies and installation of manufacturing equipment; the financial condition and inventory strategies of customers; customer and supplier concentrations; changes in customer order patterns; loss of significant contract(s) or customer(s); timely development and market acceptance of new products; fluctuations in demand affecting sales to customers; impact of competitive products and pricing; selling prices; business mix shift; volatility of capital and credit markets; credit risks; ability of the Company to obtain adequate financing arrangements and to maintain access to capital; fluctuations in interest rates; fluctuations in pension, insurance and employee benefit costs; impact of legal proceedings, including a previous government investigation into industry competitive practices, and any related proceedings or lawsuits pertaining thereto or to the subject matter thereof related to the concluded investigation by the U.S. Department of Justice ( DOJ ) (including purported class actions seeking treble damages for alleged unlawful competitive practices, which were filed after the announcement of the DOJ investigation), as well as the impact of potential violations of the U.S. Foreign Corrupt Practices Act; changes in governmental regulations; changes in political conditions; fluctuations in foreign currency exchange rates and other risks associated with foreign operations; worldwide and local economic conditions; impact of epidemiological events on the economy and the Company's customers and suppliers; acts of war, terrorism, natural disasters; and other factors.

The Company believes that the most significant risk factors that could affect its financial performance in the near-term include (1) the impact of economic conditions on underlying demand for the Company's products; (2) the impact of competitors' actions, including pricing, expansion in key markets, and product offerings; (3) the degree to which higher costs can be offset with productivity measures and/or passed on to customers through selling price increases, without a significant loss of volume; (4) potential adverse developments in legal proceedings and/or investigations regarding competitive activities, including possible fines, penalties, judgments or settlements; and (5) the ability of the Company to achieve and sustain targeted cost reductions.

For a more detailed discussion of these and other factors, see Part I, Item 1A. Risk Factors and Part II, Item 7.

Management's Discussion and Analysis of Results of Operations and Financial Condition in the Company's Form 10-K, filed on February 27, 2008, and the Company's Form 10-Q, filed on November 6, 2008, with the Securities and Exchange Commission. The forward-looking statements included in this Form 8-K are made only as of the date of this Form 8-K, and the Company undertakes no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

The financial information presented in the news release, included as an Exhibit to this Current Report, represents preliminary, unaudited financial results.

**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: January 27, 2009

By: /s/ Daniel R. O Bryant

Name: Daniel R. O Bryant

Title: Executive Vice President, Finance

and

Chief Financial Officer

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EXHIBIT LIST

Exhibit No.	Description
99.1	News release dated January 27, 2009.
99.2	Presentation dated January 27, 2009.
99.3	Avery Dennison Corporation's Second Amendment to First Amended and Restated Revolving Credit Agreement.
99.4	Avery Dennison Office Products Company's Second Amendment to Credit Agreement.