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SILGAN HOLDINGS INC
Form 8-K
May 29, 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): May 26, 2009

SILGAN HOLDINGS INC.

(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 000-22117 | 06-1269834 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 4 Landmark Square, Stamford, Connecticut | 06901 |
| ----- | ----- |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (203) 975-7110

N/A

(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:

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))

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[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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.

(e) Compensatory Arrangements of Certain Officers

On May 26, 2009, at the annual meeting of stockholders of Silgan Holdings Inc., or the Company, the stockholders of the Company approved the Second Amendment, or the Second Amendment, to the Silgan Holdings Inc. 2004 Stock Incentive Plan, as amended, or the 2004 Stock Incentive Plan. The Second Amendment was approved by the Board of Directors of the Company effective as of April 9, 2009, subject to the approval of the stockholders of the Company. As a result, the 2004 Stock Incentive Plan was amended pursuant to the Second Amendment to: (i) increase the number of shares of the Company's common stock available for awards under the 2004 Stock Incentive Plan by an additional 1,500,000 shares; (ii) extend the termination date of the 2004 Stock Incentive Plan from May 27, 2011 to May 27, 2016; and (iii) make certain other technical changes to reflect compliance with Sections 162(m) and 409A of the U.S. Internal Revenue Code of 1986.

A more complete description of the terms of the 2004 Stock Incentive Plan and the Second Amendment can be found in the Company's most recent Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 21, 2009, or the 2009 Proxy Statement, and the descriptions therein of the 2004 Stock Incentive Plan and the Second Amendment contained in the section of the 2009 Proxy Statement titled "Approval of Second Amendment to the Silgan Holdings Inc. 2004 Stock Incentive Plan" are incorporated herein by reference. The foregoing description and the descriptions incorporated by reference from the 2009 Proxy Statement are qualified in their entirety by reference to the 2004 Stock Incentive Plan, which was included as Appendix A to the 2009 Proxy Statement, and the Second Amendment, which was included as Appendix B to the 2009 Proxy Statement and is filed with this Current Report on Form 8-K as Exhibit 10.1.

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Section 9--Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| ----- | ----- |
| 10.1 | Second Amendment to the Silgan Holdings Inc. 2004 Stock |

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Incentive Plan.

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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.

SILGAN HOLDINGS INC.

By: /s/ Frank W. Hogan, III

Frank W. Hogan, III
Senior Vice President, General Counsel
and Secretary

Date: May 29, 2009

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INDEX TO EXHIBITS

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 10.1 | Second Amendment to the Silgan Holdings Inc. 2004 Stock Incentive Plan. |

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