TUPPERWARE BRANDS CORP

Form 4

October 04, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STITZEL PATRICIA A

2. Issuer Name and Ticker or Trading

Symbol

TUPPERWARE BRANDS CORP

[TUP]

(Last) (First) (Middle) 3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

(Month/Day/Year)

10/03/2016

Director 10% Owner X_ Officer (give title Other (specify

below) President & COO

TUPPERWARE BRANDS CORPORATION, 14901 S ORANGE BLOSSOM TRAIL

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ORLANDO, FL 32837

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Securities Beneficially Owned Following Reported

5. Amount of

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(9-02)

6. Ownership 7. Nature of

(A)

Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D)

Common Stock

10/03/2016

Α 6,110 \$0

11,135

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5. orNumber	6. Date Exerc Expiration D		7. Title a		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underly Securitic (Instr. 3	ring es	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	lumber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STITZEL PATRICIA A TUPPERWARE BRANDS CORPORATION 14901 S ORANGE BLOSSOM TRAIL ORLANDO, FL 32837

President & COO

Signatures

/s/ Susan C. Chiono, attorney-in-fact for Ms. Stitzel

10/04/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ont style="font-family:inherit;font-size:10pt;">

Reporting Owners 2

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Item 8.01 Other Events

On May 29, 2018, Independent Bank Corp., a Massachusetts corporation ("Independent") (NASDAQ: INDB), and Rockland Trust Company, a Massachusetts-chartered trust company and wholly-owned subsidiary of Independent ("Rockland Trust"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with MNB Bancorp, a Massachusetts corporation ("MNB Bancorp"), and The Milford National Bank and Trust Company, a national banking association and wholly-owned subsidiary of MNB Bancorp ("Milford National"). Pursuant to the terms and subject to the conditions set forth in the Merger Agreement, MNB Bancorp will merge with and into Independent (the "Merger"), with Independent the surviving corporation. The Merger also contemplates that Milford National will merge into Rockland Trust, with Rockland Trust the surviving entity.

The material terms of the Merger Agreement, including the conditions to the proposed Merger, will be described in a Current Report on Form 8-K to be subsequently filed by Independent. A copy of the joint press release issued by Independent and MNB Bancorp announcing the Merger is attached as Exhibit 99.1 and is incorporated by reference.

Forward Looking Statements

Information set forth in this communication, including financial estimates and statements as to the expected timing, completion and effects of the proposed Merger, constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and the rules, regulations and releases of the Commission. Such forward-looking statements include, but are not limited to, statements about the expected benefits of the Merger, including the anticipated impact on Independent earnings, profitability, expenses, tangible book value, the acquisition's expected internal rate of return, any other future financial and operating results, Rockland Trust's plans to expand its presence in Worcester Country, and Rockland Trust's other plans, objectives, expectations and intentions. Any statements that are not statements of historical fact, including statements containing such words as "will," "could," "plans," "intends," "expect," "believe," "view," "opportunity," "allow," "continues," "reflects," "typically," "anticipate," "estine expressions, should also be considered forward-looking statements, although not all forward-looking statements contain these identifying words. Readers are cautioned not to place undue reliance on these forward-looking statements, which are based upon assumptions and the current beliefs and expectations of the management of Independent and MNB Bancorp. These forward-looking statements are subject to known and unknown risks and uncertainties, and actual results might differ materially from those discussed in, or implied by, the forward-looking statements.

Among the risks and uncertainties that could cause actual results to differ from those described in the forward-looking statements include, but are not limited to, the following: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; (2) the risk that MNB Bancorp's shareholders may not adopt the Merger Agreement; (3) the risk that the necessary regulatory approvals may not be obtained, may be delayed, or may be obtained subject to conditions that are not anticipated; (4) delays in closing the Merger or other risks that any of the closing conditions to the Merger may not be satisfied in a timely manner or at all; (5) the inability to realize expected cost savings and synergies from the Merger in the amounts or in the timeframe anticipated; (6) the diversion of management's time from existing business operations due to time spent related to the Merger or integration efforts; (7) the inability to successfully integrate Milford National or that the integration will be more difficult, time-consuming, or costly than expected; (8) unexpected material adverse changes in Independent's or MNB Bancorp's operations or earnings, the real estate markets in which they operate, the local economy, or the local business environment;

(9) potential litigation in connection with the Merger; (10) higher than expected transaction or other costs and expenses; and (11) higher than expected attrition of MNB Bancorp's customers or key employees. There are important, additional factors that could cause actual results or events to differ materially from those indicated by such forward looking statements, including the factors described in Independent's Annual Report on Form 10-K for the year ended December 31, 2017, which was filed with the Commission on February 27, 2018.

Except as required by law, Independent disclaims any intent or obligation to update publicly any forward-looking statements, whether in response to new information, future events, inaccurate assumptions, or otherwise. Any public statements or disclosures by Independent following this press release that modifies or impacts any of the forward-looking statements contained in this press release will be deemed to modify or supersede such statements in this press release. In addition to the information set forth in this press release, you should carefully consider the Risk Factors in the proxy statement/prospectus when it becomes available.

Additional Information and Where to Find It

In connection with the proposed Merger, Independent intends to file with the Securities and Exchange Commission (the "Commission") a Registration Statement on Form S-4 containing a proxy statement of MNB Bancorp and a prospectus of Independent. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. Investors and security holders are advised to read the proxy statement/prospectus when it becomes available because it will contain important information. Investors and security holders may obtain a free copy of the registration statement (when available), including the proxy statement/prospectus and other documents filed by Independent with the Commission at the Commission's web site at www.sec.gov. These documents may be accessed and downloaded, free of charge, at Independent's web site at www.RocklandTrust.com under the tab "Investor Relations" and then under the heading "SEC Filings" or by directing a request to Investor Relations, Independent Bank Corp., 288 Union Street, Rockland, Massachusetts 02370, telephone (781) 982-6737.

Participants in the Solicitation

This communication is not a solicitation of a proxy from any security holder of MNB Bancorp. However, Independent, MNB Bancorp, their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies from shareholders of MNB Bancorp in respect of the proposed Merger. Information regarding the directors and executive officers of Independent may be found in its definitive proxy statement relating to its 2018 Annual Meeting of Shareholders, which was filed with the Commission on March 29, 2018, and its Annual Report on Form 10-K for the year ended December 31, 2017, which was filed with the Commission on February 27, 2018, each of which can be obtained free of charge from Independent's website. Information regarding the directors and executive officers of MNB Bancorp, the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the Commission when they become available.

Item 9.01 Financial Statements and Exhibits

d. Exhibits

Exhibit No. Description

99.1 Press Release dated May 29, 2018.

SIGNATURE

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

INDEPENDENT BANK CORP.

Date: May 29, 2018 BY: /s/ Robert D. Cozzone

Robert D. Cozzone Chief Financial Officer

Exhibit Index
Exhibit No. Description
99.1 Press Release dated May 29, 2018.