10 Longs Peak Drive
Broomfield, Colorado

July 26, 2019

VIA EMAIL
rule-comments@sec.gov

Mr. Brent J. Fields, Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

Re: File No. S7-05-19

Dear Mr. Fields:

Thank you for the opportunity to respond to the Proposed Rule: *Amendments to Financial Disclosures about Acquired and Disposed Businesses (Release No. 33-10635; 34-85765)* (the "proposed rule"). Ball Corporation ("Ball", "the company", "we" or "our") is a U.S.-based Fortune 500, multi-national manufacturer of metal packaging products and of aerospace and other technologies and services with sales in 2018 of $11.6 billion and total assets of $16.6 billion, and is publicly traded on the New York Stock Exchange (ticker symbol BLL).

The company supports the SEC's objective of continuing to provide investors with decision-useful financial information while alleviating the burden and cost of compliance on registrants. We have based the below responses and suggestions on our experience as a preparer of financial statements that have included multiple acquisitions and dispositions over the years.

As noted in the release, "The proposed changes are intended to improve for investors the financial information about acquired or disposed businesses, facilitate more timely access to capital, and reduce the complexity and costs to prepare the disclosure." We strongly agree with this principle and believe the elimination of information that is often immaterial, outdated and misleading will provide potential lenders and investors with a better understanding of the impacts a registrant's acquisitions and dispositions will or may have on its financial statements.

In general, we support the proposed rule's suggestion to update the process for determining which Rule 3-05 financial statements are required and for which periods. We also welcome the clarifications on pro forma financial information and their use in the significance tests, as well as the proposals on the aggregate effect of acquisitions that do not individually meet such tests. We believe these proposals will tighten up the Rule 3-05 evaluation process and eliminate disclosures that currently do not provide meaningful information to investors. In particular, below are a couple of areas on which we would like to expand our commentary:

Significance Tests

The company supports the proposed rule's changes to the significance tests. We also support eliminating the requirement for a third year of financial statements for the acquired business and the proposed relief to require only the most recent interim period for an acquisition having a calculated 21% to 40% significance.

It is difficult to create a "one size fits all" test for all acquisition scenarios, and in our view the proposed changes should provide the flexibility needed to move the needle closer to that goal. We agree that the use of an aggregate "worldwide market value" in the investment test provides a better fair value measure of a registrant than does total assets, which are based in large part on historical cost. Comparing the fair value of an acquired business against the fair value of an acquiree makes sense to us, and although aggregate worldwide market value can be a volatile measure, it is easily accessible and avoids the need for costly valuations.

We also agree with the addition of "total revenues" as an additional component for the income significance test, as the current test often includes non-comparable expenses and income that distort the relative significance of earnings. We can imagine a scenario where these non-comparable earnings items result in the income test being triggered even though the acquisition is clearly not material to a company's consolidated results. Having the revenue test in place would avoid unnecessary disclosures and related costs. However, as is suggested in the proposed rule, we believe the revenue component should not apply if either the registrant or tested acquired business has no or nominal revenue. In this case, we believe the traditional income test should prevail.

Lastly, we believe that revising the income component of the significance test from "earnings before taxes" to "net earnings" is logical, given that income taxes are often a material item and doing so removes the uncertainty in practice about whether to include pre-tax amounts normally presented on a post-tax basis (e.g., equity in earnings of affiliates). However, if the acquiree is a pass-through entity not subject to tax, we believe the use of earnings before taxes should be permitted to allow for a more appropriate comparison.

Pro Forma Financial Information

The proposed rule recommends presenting two categories of pro forma adjustments. The first is the typical "Transaction Accounting Adjustments", which are currently required for acquisition or disposition situations under U.S. GAAP and IFRS (e.g., incremental depreciation charges or interest associated with newly issued debt). The second category is a new one termed "Management's Adjustments", which would require the inclusion of forward-looking information depicting identified synergies and other transaction effects such as plant closures and the termination of employees. We support the concept of segregating pro forma adjustments into these two categories, and we also welcome the flexibility to include "Management's Adjustments" and provide the investor with an insight into management's decision to enter into the transaction. However, we wish to stress that it is often not in a company's best interests (for legal, competitive or economic reasons) to disclose locations or other specifics for potential closures of acquired manufacturing facilities and related employee terminations (e.g., naming the affected locations or employee groups). Future plans to close facilities and reduce headcount can change for many reasons, once integration of the acquired business is under way and the underlying circumstances change. Therefore, we believe it is important for preparers to have the flexibility to present such information on an aggregated basis, in order to avoid these unintended consequences.

Overall, we encourage the SEC to continue to simplify the financial statements of registrants and make them more meaningful and understandable to investors.

We appreciate your consideration of our comments. Please contact me if you have any questions regarding our comments on the proposed rule.

Sincerely,

Nate Carey
Vice President and Controller