

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): November 18, 2025

CROWN HOLDINGS, INC.
(Exact name of Registrant as specified in its charter)

Pennsylvania
(State or Other Jurisdiction of
Incorporation or Organization)

001-41550
(Commission
File Number)

75-3099507
(I.R.S. Employer
Identification No.)

**14025 Riveredge Drive, Suite 300
Tampa, Florida 33637
(215) 698-5100**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Not Applicable
(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 (17CFR 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock \$5.00 Par Value	CCK	New York Stock Exchange
7 3/8% Debentures Due 2026	CCK26	New York Stock Exchange
7 1/2% Debentures Due 2096	CCK96	New York Stock Exchange

Item 8.01. Other Events.

On November 18, 2025, Crown Holdings, Inc. (the “Company”) issued a press release announcing the pricing terms of the cash tender offer (the “Tender Offer”) of Crown Cork & Seal Company, Inc., a Pennsylvania corporation and wholly-owned subsidiary of the Company (the “Issuer”), to purchase any and all of the Issuer’s 7 3/8% Debentures due 2026. On November 19, 2025, the Company issued a press release announcing the final results and expiration of the Tender Offer. Copies of the press releases are filed as Exhibit 99.1 and Exhibit 99.2, respectively, to this report and are incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	<u>Description</u>
99.1	<u>Press Release, dated November 18, 2025, issued by Crown Holdings, Inc., announcing the pricing terms of the Tender Offer.</u>
99.2	<u>Press Release, dated November 19, 2025, issued by Crown Holdings, Inc., announcing the final results and expiration of the Tender Offer.</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document).

SIGNATURE

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.

CROWN HOLDINGS, INC.

By: /s/ Kevin C. Clothier

Kevin C. Clothier

Senior Vice President and Chief Financial Officer
and Interim Chief Accounting Officer

Dated: November 19, 2025

News Release

Corporate Headquarters
14025 Riveredge Drive, Suite 300
Tampa, FL 33637



CROWN ANNOUNCES PRICING TERMS OF CASH TENDER OFFER FOR DEBT SECURITIES

Tampa, FL, November 18, 2025 — Crown Holdings, Inc. (NYSE: CCK) (“Crown”) today announced the pricing terms for the previously announced cash tender offer (the “Tender Offer”) by its wholly-owned subsidiary Crown Cork & Seal Company, Inc. (the “Company”) to purchase any and all of the Company’s 7 3/8% Debentures due 2026 (the “Debentures”). All other terms and conditions of the Tender Offer remain unchanged and are described in the Offer to Purchase, dated November 12, 2025 (the “Offer to Purchase”). Capitalized terms used in this news release and not defined herein have the meanings given to them in the Offer to Purchase.

The consideration to be paid in the Tender Offer for the Debentures accepted for purchase was determined by reference to the applicable fixed spread specified for the Debentures over the yield (the “Reference Yield”) based on the bid-side price of the applicable U.S. Treasury Securities set forth in the table below (the “Tender Offer Consideration”). The Reference Yield listed in the table below was determined (pursuant to the Offer to Purchase) at 2:00 p.m., New York City time, today, November 18, 2025, by the Dealer Managers.

The following table sets forth the pricing information for the Tender Offer:

Title of Security	CUSIP(1)	Aggregate Principal Amount Outstanding Prior to the Tender Offer	Reference U.S. Treasury Security	Reference Yield	Fixed Spread (basis points)	Tender Offer Consideration(2)
7 3/8% Debentures due 2026	228255 AH8	\$350,000,000	4.375% due 12/15/2026	3.693%	15 bps	\$1,036.53

- (1) No representation is made as to the correctness or accuracy of the CUSIP number listed in this news release or printed on the Debentures. It is provided solely for the convenience of Holders of the Debentures.
- (2) Payable for each \$1,000 principal amount of Debentures validly tendered at or prior to the Expiration Time (as defined below) and accepted for purchase by the Company. In addition, Holders whose Debentures are accepted will also receive interest on such Debentures accrued to the Settlement Date (as defined below).

The Tender Offer will remain open until 5:00 p.m., New York City time, on November 18, 2025, unless extended or earlier terminated as described in the Offer to Purchase (such date and time, as the same may be extended, the “Expiration Time”). In accordance with the terms of the Offer to Purchase, the Company reserves the right to amend the Tender Offer, subject to applicable law.

Subject to satisfaction of the conditions to the Tender Offer, settlement for all Debentures validly tendered pursuant to the Tender Offer prior to the Expiration Time or pursuant to a Notice of Guaranteed Delivery is expected to be on November 21, 2025 (the “Settlement Date”).

Mizuho Securities USA LLC and PNC Capital Markets LLC are the Dealer Managers for the Tender Offer. Global Bondholder Services Corp. is the Tender and Information Agent. Persons with questions regarding the Tender Offer should contact Mizuho Securities USA LLC at (866) 271-7403 (toll-free) or (212) 205-7741 (collect), PNC Capital Markets LLC at (855) 881-0697 (toll-free), 212-878-8946 (collect) or liabilitymanagement@pnc.com. Questions regarding the tendering of Debentures and requests for copies of the Offer to Purchase and Notice of Guaranteed Delivery and related materials should be directed to Global Bondholder Services Corp. at (212) 430-3774 or contact@gbsc-usa.com. Copies of the Offer to Purchase and Notice of Guaranteed Delivery are also available at the following web address: <https://www.gbsc-usa.com/crown>.

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This news release is neither an offer to purchase nor a solicitation of an offer to sell the Debentures. This news release is not a notice of redemption with respect to the Debentures. The Tender Offer is made only by the Offer to Purchase and Notice of Guaranteed Delivery and the information in this news release is qualified by reference to the Offer to Purchase dated November 12, 2025. There is no separate letter of transmittal in connection with the Offer to Purchase. None of Crown, Crown's Board of Directors, the Company, the Company's Board of Directors, the Dealer Managers, the Tender and Information Agent or the trustee with respect to the Debentures is making any recommendation as to whether Holders should tender any Debentures in response to the Tender Offer, and neither the Company nor any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to tender any of their Debentures, and, if so, the principal amount of Debentures to tender.

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**Cautionary Note Regarding Forward-Looking Statements**

Except for historical information, all other information in this press release consists of forward-looking statements within the meaning of the federal securities laws. These forward-looking statements involve a number of risks, uncertainties and other factors, including regarding the tender offer, any of which may cause the actual results to be materially different from those expressed or implied in the forward-looking statements. Other important factors that could cause the statements made in this press release or the actual results of operations or financial condition of Crown to differ include, without limitation, that the tender offer is subject to a number of conditions and approvals and the final terms may vary substantially as a result of market and other conditions. There can be no assurance that the tender offer will be completed as described herein or at all. Other important factors are discussed under the caption "Forward-Looking Statements" in Crown's Form 10-K Annual Report for the year ended December 31, 2024 and in subsequent filings made prior to or after the date hereof. Crown does not intend to review or revise any particular forward-looking statement in light of future events.

About Crown Holdings, Inc.

Crown Holdings, Inc., through its subsidiaries, is a leading global supplier of rigid packaging products to consumer marketing companies, as well as transit and protective packaging products, equipment and services to a broad range of end markets. World headquarters are located in Tampa, Florida. For more information, visit www.crowncork.com.

For more information, contact: Thomas T. Fischer, Vice President, Investor Relations and Corporate Affairs, (215) 552-3720.

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**CROWN ANNOUNCES FINAL RESULTS AND EXPIRATION OF CASH TENDER
OFFER FOR DEBT SECURITIES**

Tampa, FL, November 19, 2025 — Crown Holdings, Inc. (NYSE: CCK) (“Crown”) today announced the final results and expiration of the previously announced cash tender offer (the “Tender Offer”) by its wholly-owned subsidiary Crown Cork & Seal Company, Inc. (the “Company”) to purchase any and all of the Company’s outstanding 7 3/8% Debentures due 2026 (the “Debentures”). Capitalized terms used in this news release and not defined herein have the meanings given to them in the Offer to Purchase, dated November 12, 2025 (the “Offer to Purchase”).

According to the information provided by Global Bondholder Services Corp., the aggregate principal amount of the Debentures that were validly tendered and not validly withdrawn as of the Expiration Time is set forth in the table below.

Title of Security	CUSIP(1)	Aggregate Principal Amount Outstanding Prior to the Tender Offer	Aggregate Principal Amount Tendered(2)	Guaranteed Delivery Protects Remaining(2)
7 3/8% Debentures due 2026	228255 AH8	\$ 350,000,000	\$ 317,295,000	\$ 339,000

- (1) No representation is made as to the correctness or accuracy of the CUSIP number listed in this news release or printed on the Debentures. It is provided solely for the convenience of Holders of the Debentures.
- (2) As reported by Global Bondholder Services Corp., the Tender and Information Agent for the Tender Offer.

The Tender Offer was made pursuant to the terms and conditions contained in the Offer to Purchase and the related Notice of Guaranteed Delivery for the Tender Offer, dated November 12, 2025.

Subject to satisfaction of the conditions to the Tender Offer, the Company expects to accept for payment all Debentures validly tendered pursuant to the Tender Offer and not validly withdrawn on November 21, 2025 (the “Settlement Date”). All payments for Debentures purchased by the Company in connection with the Tender Offer will also include accrued and unpaid interest on the principal amount of Debentures accepted for purchase from the last interest payment date up to, but not including, the Settlement Date.

Mizuho Securities USA LLC and PNC Capital Markets LLC are the Dealer Managers for the Tender Offer. Global Bondholder Services Corp. is the Tender and Information Agent. Persons with questions regarding the Tender Offer should contact Mizuho Securities USA LLC at (866) 271-7403 (toll-free) or (212) 205-7741 (collect), PNC Capital Markets LLC at (855) 881-0697 (toll-free), 212-878-8946 (collect) or liabilitymanagement@pnc.com. Questions regarding the tendering of Debentures and requests for copies of the Offer to Purchase and Notice of Guaranteed Delivery and related materials should be directed to Global Bondholder Services Corp. at (212) 430-3774 or contact@gbsc-usa.com. Copies of the Offer to Purchase and Notice of Guaranteed Delivery are also available at the following web address: <https://www.gbsc-usa.com/crown>.

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About Crown Holdings, Inc.

Crown Holdings, Inc., through its subsidiaries, is a leading global supplier of rigid packaging products to consumer marketing companies, as well as transit and protective packaging products, equipment and services to a broad range of end markets. World headquarters are located in Tampa, Florida. For more information, visit www.crowncork.com.

For more information, contact: Thomas T. Fischer, Vice President, Investor Relations and Corporate Affairs, (215) 552-3720.