

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Amcor Finance (USA), Inc.		2 Issuer's employer identification number (EIN) 95-4559504	
3 Name of contact for additional information Graeme Vavasour	4 Telephone No. of contact +61 3 9226 9000	5 Email address of contact Investor.relations@amcor.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact Thurgauerstrasse 34		7 City, town, or post office, state, and ZIP code of contact CH-8050, Zürich, Switzerland	
8 Date of action June 13, 2019		9 Classification and description Exchange of notes pursuant to exchange offer	
10 CUSIP number U02411AF0	11 Serial number(s)	12 Ticker symbol	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

- 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See Attachment.](#)
- 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See Attachment.](#)
- 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See Attachment.](#)

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►

See Attachment.

18 Can any resulting loss be recognized? ► No.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ►

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► Graeme Vavasseur

Date ► 07-23-19.

Print your name ► Graeme Vavasseur

Title ► Vice President and Group Treasurer

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

14. On June 13, 2019 (the “Settlement Date”), pursuant to the offering memorandum and consent solicitation statement, dated as of May 8, 2019 (the “Offering Memorandum”), Amcor Finance (USA), Inc. (the “Issuer”) settled the exchange (the “Exchange”) of its 4.500% Guaranteed Senior Notes due May 15, 2028 (the “Old Notes”) for (i) new 4.500% Guaranteed Senior Notes due May 15, 2028, issued by the Issuer (the “New Notes”), and (ii) cash.

Specifically, pursuant to the Offering Memorandum, the Issuer offered to exchange the Old Notes for up to an aggregate principal amount of US\$500,000,000 of New Notes, plus the cash. Eligible holders of the Old Notes that tendered their Old Notes on or prior to 5:00 p.m., New York City time, on May 21, 2019 (the “Early Participation Time”) were eligible to receive, per US\$1000 principal amount of Old Notes, US\$1.00 in cash (the “Cash Consideration”) and US\$1000 principal amount of New Notes (together, the “Total Exchange Consideration” and, such tendering holders, the “Early Tendering Holders”). Eligible holders of the Old Notes that tendered their Old Notes after the Early Participation Time but at or before 11:59 p.m., New York City time, on June 5, 2019 (the “Expiration Time”) were eligible to receive, per US\$1000 principal amount of Old Notes, the Cash Consideration and US\$970 principal amount of New Notes (together, the “Exchange Consideration” and, such tendering holders, the “Late Tendering Holders”). This Form 8937 relates to New Notes with the CUSIP U02411AF0 that are received by Late Tendering Holders pursuant to the Exchange.

In addition to the Exchange Consideration or Total Exchange Consideration, as applicable, the Issuer also paid an amount in cash (the “Interest and Rounding Cash Payment”) consisting of (i) accrued but unpaid interest (rounded to the nearest US\$0.01, with half a penny rounded upwards) in respect to the Old Notes to (but excluding) the Settlement Date, and (ii) the “Exchange Rounding Amount” (as defined below). If the aggregate principal amount of New Notes that any tendering eligible holder was entitled to receive was not in a minimum denomination of US\$2,000, or an integral multiple of US\$1,000 in excess thereof, the Issuer rounded downward the amount of such New Notes to US\$2,000 or the nearest integral multiple of US\$1,000 in excess thereof (rounded to the nearest US\$0.01, with half a penny being rounded upwards), and the difference in cash is referred to as the Exchange Rounding Amount.

On the Settlement Date, the Issuer deposited with The Depository Trust Company the New Notes to be delivered in exchange for the Old Notes, together with an amount of cash sufficient to pay the cash component of the applicable Total Exchange Consideration or Exchange Consideration, as the case may be, and the Interest and Rounding Cash Payment.

15. The Issuer intends to take the position that, with respect to a Late Tendering Holder of the Old Notes, the Exchange should qualify for non-recognition treatment as a recapitalization for U.S. federal income tax purposes. Accordingly, such a Late Tendering Holder generally should recognize gain (but not loss) on the Exchange, but with any such gain limited to the amount of the Cash Consideration and any Exchange Rounding Amount received by the Late Tendering Holder. For this purpose, a Late Tendering Holder’s gain or loss realized should equal the difference, if any, between (i) such Late Tendering Holder’s amount realized and (ii) such Late Tendering Holder’s adjusted tax basis in the Old Notes.

Amcor Finance (USA), Inc.
CUSIP U02411AF0
Attachment to Form 8937

The Late Tendering Holder's adjusted tax basis in an Old Note generally should equal the Late Tendering Holder's initial cost of the Old Note, increased by any market discount previously included in income by the Late Tendering Holder, and decreased by the amount of any bond premium previously amortized by the Late Tendering Holder.

A Late Tendering Holder will be required to treat accrued interest on the Old Notes as a payment of interest on the Old Notes.

A Late Tendering Holder will recognize gain or loss with respect to any Exchange Rounding Amount equal to the difference between (i) the amount of cash received by such Late Tendering Holder and (ii) the portion of the basis of the Old Notes allocable to such fractional interest.

The Issuer intends to take the position that the Cash Consideration is, with respect to Late Tendering Holders, additional consideration received in such Late Tendering Holder's Exchange of an Old Note for a New Note.

A Late Tendering Holder generally should have a tax basis in the New Notes equal to its adjusted tax basis in the Old Notes exchanged therefor immediately before the Exchange, increased by any gain recognized on the Exchange and decreased by the amount of the Cash Consideration and any Exchange Rounding Amount received by the Late Tendering Holder. A Late Tendering Holder's holding period for the New Notes generally should include the holding period for the Old Notes exchanged therefor, and any accrued market discount or amortizable bond premium on the exchanged Old Notes generally should carry over to the New Notes.

16. Please see the discussion in line 15 above.

17. Sections 354(a)(1) and 368(a)(1)(E) of the Internal Revenue Code.