BALL AEROSPACE & TECHNOLOGIES CORP
Form 424B5
May 10, 2013

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Registration Nos. 333-179639
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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
4% Senior Notes due 2023	$1,000,000,000	100.00%	$1,000,000,000	$136,400
Guarantees of 4% Senior Notes due 2023(2)				

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

(2) Pursuant to Rule 457(n), no separate registration fee is payable in respect of the registration of the guarantees.

Table of Contents

PROSPECTUS SUPPLEMENT
(To prospectus dated February 23, 2012)

$1,000,000,000

Ball Corporation

4% Senior Notes due 2023

Ball Corporation is offering $1 billion in aggregate principal amount of 4% Senior Notes due 2023. Ball Corporation will pay interest on the notes on May 15 and November 15 of each year, beginning November 15, 2013. The notes will mature on November 15, 2023. Ball Corporation may redeem the notes, in whole or in part, at its option at any time at the redemption prices described in this prospectus supplement under "Description of Notes Optional Redemption." If a Change of Control Repurchase Event (as defined herein) occurs we will be required to offer to purchase the notes from the holders on terms described in this prospectus supplement.

The notes will be senior unsecured obligations of Ball Corporation and will rank equally in right of payment to all of Ball Corporation's existing and future senior unsecured indebtedness and senior in right of payment to all of Ball Corporation's future indebtedness, if any, that expressly provides for its subordination to the notes. The notes will be effectively subordinated to all secured indebtedness of Ball Corporation to the extent of the value of the assets securing such indebtedness and structurally subordinated to all indebtedness and other liabilities, including trade payables, of Ball Corporation's subsidiaries that are not guarantors of the notes.

The notes offered by this prospectus supplement will not be listed on any securities exchange.

Investing in the notes involves risks that are described in the "Risk Factors" section beginning on page S-12 of this prospectus supplement.

	Per Note	Total
Public offering price(1)	100.00%	$ 1,000,000,000
Underwriting discount	1.375%	$ 13,750,000
Proceeds, before expenses, to us	98.625%	$ 986,250,000

(1) Plus accrued interest from May 16, 2013, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, *société anonyme*, on or about May 16, 2013.

Joint Book-Running Managers

Deutsche Bank Securities **BofA Merrill Lynch** **Goldman, Sachs & Co.** **Barclays**

Wells Fargo Securities **RBS** **KeyBanc Capital Markets** **J.P. Morgan**

Co-Managers

BNP PARIBAS **US Bancorp** **Rabo Securities** **PNC Capital Markets LLC**

SMBC Nikko **ANZ Securities** **UniCredit Capital Markets** **Mitsubishi UFJ Securities**

The date of this prospectus supplement is May 9, 2013.

Table of Contents

Prospectus Supplement

Prospectus

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of our offering of the notes. The second part is the accompanying prospectus, which forms a part of the registration statement and provides more general information, some of which may not be applicable to this offering. This prospectus supplement and the accompanying prospectus include important information about us, the notes and other information you should know before investing in the notes. This prospectus supplement also adds, updates and changes information contained in the accompanying prospectus. If there is any inconsistency between the information in this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. You will find additional information about us in the registration statement. Any statements made in this prospectus supplement or the accompanying prospectus concerning the provisions of legal documents are not necessarily complete and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the Securities and Exchange Commission (the "SEC") for a more complete understanding of the document or matter. Before investing in the notes, you should carefully read both this prospectus supplement and the accompanying prospectus, together with the additional information described under "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and in any term sheet we authorize that supplements this prospectus supplement. We have not, and the underwriters have not, authorized any other person to provide you with different information or make any representations other than those contained or incorporated by reference in this prospectus supplement. If anyone other than us provides you with different or inconsistent information, you should not rely on it. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

WHERE YOU CAN FIND MORE INFORMATION

Ball files annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC. You can inspect and copy these reports, proxy statements and other information at the Public Reference Room of the SEC, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Ball's SEC filings will also be available to you on the SEC's website at *http://www.sec.gov* and through the New York Stock Exchange, 20 Broad Street, New York, NY 10005, on which Ball's common stock is listed.

Table of Contents

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows the "incorporation by reference" of the information filed by Ball with the SEC into this prospectus supplement, which means that important information can be disclosed to you by referring you to those documents. Any information incorporated by reference is an important part of this prospectus supplement, and any information that we file with the SEC and incorporate by reference herein subsequent to the date of this prospectus supplement will be deemed automatically to update and supersede this information. The documents listed below previously filed by Ball with the SEC are incorporated by reference herein:

- Ball's Annual Report on Form 10-K for the fiscal year ended December 31, 2012;

- Ball's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013; and

- Ball's Current Reports on Form 8-K filed with the SEC on January 31, 2013 (except with respect to Item 2.02) and April 25, 2013 (except with respect to Item 2.02).

Whenever, before the termination of the offering of the securities made under this prospectus supplement, we file reports or documents under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, those reports and documents will be deemed to be incorporated by reference into this prospectus supplement from the time they are filed. We do not incorporate by reference any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K in any future filings, unless specifically stated otherwise. Unless the context requires otherwise, all references to this prospectus supplement or the accompanying prospectus include the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

If you make a request for such information in writing or by telephone, we will provide you, without charge, a copy of any or all of the information incorporated by reference in this prospectus supplement or the accompanying prospectus. Any such request should be directed to:

Ball Corporation
10 Longs Peak Drive, P.O. Box 5000
Broomfield, Colorado 80021-2510
(303) 469-3131
Attention: General Counsel

Table of Contents

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement contains, and the documents incorporated by reference herein may contain, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Exchange Act. These forward-looking statements represent our goals and actual results or outcomes may differ materially from those expressed or implied. Such forward-looking statements are subject to certain risks, uncertainties and assumptions that include, but are not limited to, expected earnings and cash flows, future growth and financial performance. Forward-looking statements typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "forecast," "plan," "believe" and similar terms. Although we believe that our expectations are reasonable, we can give no assurance that these expectations will prove to have been correct, and actual results may vary materially.

Factors that could cause our actual results or outcomes to differ materially from those discussed in the forward-looking statements are disclosed under "Risk Factors" in our Form 10-K for the fiscal year ended December 31, 2012 and in this prospectus supplement. Some of the factors that we believe could affect our results include, but are not limited to:

- fluctuation in customer and consumer growth, demand and preferences;
- loss of one or more major customers or changes to contracts with one or more customers;
- insufficient production capacity or overcapacity in foreign and domestic metal container industry production facilities and its impact on pricing;
- changes in key management and personnel;
- the ongoing global recession and its effects on liquidity, credit risk, asset values and the economy;
- failure to achieve anticipated productivity improvements or production cost reductions, including those associated with capital expenditures;
- changes in climate and weather;
- fruit, vegetable and fishing yields;
- power and natural resource costs or difficulty in obtaining supplies and energy, such as gas and electric power;
- availability and cost of raw materials, as well as the increases in steel, aluminum and energy costs, and the ability or inability to include or pass on to customers changes in raw material costs;
- changes in the pricing of our products and services; competition in pricing and the possible decrease in, or loss of, sales resulting therefrom;
- insufficient or reduced cash flow;

the number and timing of the purchases of our common stock;

the effects of restrictive legislation, including with respect to packaging, such as recycling laws and developments regarding the reporting and use of conflict minerals;

interest rates affecting our debt;

labor strikes;

increases and trends in various employee benefits and labor costs, including pension, medical and health care costs as well as the rates of return projected and earned on assets and

Table of Contents

discount rates used to measure future obligations and expenses of our defined benefit retirement plans and multiemployer plans;

antitrust, intellectual property, consumer and other litigation;

maintenance and capital expenditures;

goodwill impairment;

changes in generally accepted accounting principles or their interpretation;

the authorization, funding, availability and returns of contracts for the aerospace and technologies segment and the nature and continuation of those contracts and related services provided thereunder;

delays, extensions and technical uncertainties, as well as schedules of performance associated with such segment contracts;

political and economic instability, including periodic sell-offs on global equity markets, sanctions and the devaluation or revaluation of certain currencies;

business risks with respect to changes in currency exchange rates;

terrorist activity or war that disrupts our production or supply

regulatory action or laws affecting us or our customers or suppliers, or any of their respective products, including tax, environmental, health and workplace safety, including in respect of climate change, or chemicals or substances used in raw materials or in the manufacturing process, particularly publicity concerning Bisphenol-A, or BPA, a chemical used in the manufacture of epoxy coatings applied to many types of containers (including certain of those produced by us);

technological developments and innovations;

successful or unsuccessful acquisitions, joint ventures, or divestitures and the integration activities associated therewith;

changes to unaudited results due to statutory audits of our financial statements or management's evaluation of the our internal control over financial reporting; ongoing uncertainties surrounding sovereign debt of various European countries, including Greece, Portugal, Spain and Italy, as well as ratings agency downgrades of various government's debt;

loss contingencies related to income and other tax matters, including those arising from audits performed by national and local tax authorities; and

changes in government regulations, including those surrounding financial risk management, or any negative findings from a U.S. government audit or investigation.

If we are unable to achieve our goals, then our actual performance could vary materially from the goals we have expressed or implied in these forward-looking statements. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this prospectus supplement and the accompanying prospectus may not in fact occur. Except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Table of Contents

MARKET AND INDUSTRY DATA

The market, industry or similar data presented herein are based upon estimates by our management, using various third party sources where available. While management believes that such estimates are reasonable and reliable, in certain cases such estimates cannot be verified by information available from independent sources. While we are not aware of any misstatements regarding any market, industry or similar data presented herein, such data involves risks and uncertainties and is subject to change based on various factors, including those discussed under the headings "Disclosure Regarding Forward-Looking Statements" and "Risk Factors" in this prospectus supplement.

Table of Contents

SUMMARY

This summary may not contain all the information that may be important to you. You should read this entire prospectus supplement, the accompanying prospectus and those documents incorporated by reference into this prospectus supplement and the accompanying prospectus, including the risk factors and the financial data and related notes, before making an investment decision. In this prospectus supplement and the accompanying prospectus, unless otherwise indicated or the context otherwise requires, references to "Ball Corporation" or "Ball" refer only to Ball Corporation and not to any of its subsidiaries, and references to the "Company," "we," "us," "our" and similar terms refer to Ball Corporation and its consolidated subsidiaries.

Our Company

We are one of the world's leading suppliers of metal packaging to the beverage, food, personal care and household products industries. We are one of the largest manufacturers of metal beverage containers in the world and the largest in North America. Our packaging products are produced for a variety of end uses and are currently manufactured in plants around the world. We also provide aerospace and other technologies and services to governmental and commercial customers. We had net sales of $8.7 billion and EBITDA of $1.1 billion for the twelve months ended December 31, 2012.

Our products include:

- aluminum and steel beverage containers for carbonated soft drinks, beer, energy drinks and other beverages, of which in 2012 we produced approximately 43 billion recyclable beverage containers in the Americas, 5 billion containers in the People's Republic of China, or PRC, and 17 billion containers in Europe (excluding Russia), representing approximately 37 percent, 28 percent and 32 percent of total industry shipments, respectively;

- two- and three-piece steel food containers for packaging vegetables, fruit, soups, meat, seafood, pet food and other aerosol products, of which we produced approximately 5 billion units in 2012 in North America, representing approximately 17 percent of total shipments; aerosol, paints and custom and specialty containers, of which our production represented approximately 39 percent of total annual North American steel aerosol shipments in 2012;

- in the U.S. and Canada, we are the leading supplier of aluminum slugs used in the production of extruded aluminum containers and estimate our percentage of the total industry shipments to be approximately 87 percent; the European extruded aluminum aerosol facilities produced approximately 725 million extruded aluminum aerosol containers in 2012 used for personal care products and in December 2012, we acquired a Mexican extruded aluminum aerosol manufacturing facility; and

- aerospace and other high technology products and services, including spacecraft, instruments and sensors, radio frequency systems and components, data exploitation solutions and a variety of advanced aerospace technologies and products that enable deep space missions.

We sell our packaging products mainly to major beverage, food, personal care and household products companies with which we have developed long-term customer relationships. This is evidenced by our high customer retention and our large number of long-term supply contracts. While we have a diversified customer base, we sell a majority of our packaging products to relatively few major companies in North America, Europe, PRC, and Latin America, as do our equity joint ventures in the U.S. and Vietnam. Our significant customers include: Anheuser-Busch InBev n.v./s.a., Heineken N.V., MillerCoors LLC, PepsiCo Inc. and its affiliated bottlers, SABMiller plc, The Coca-Cola Company and its affiliated bottlers and Unilever N.V.

Table of Contents

Competitive Strengths

We believe that a number of factors contribute to our position as a premier supplier of packaging products, with multiple sources of earnings and cash flow. These factors include:

Significant Presence in Multiple Markets We are the largest manufacturer of metal beverage containers in North America. Our 2012 Americas metal beverage container shipments of approximately 43 billion recyclable beverage containers represented approximately 37 percent of total shipments in the Americas. In addition, we are the second largest metal beverage container producer in Europe, where our 2012 shipments of 17 billion cans represented approximately 32 percent of total European shipments (excluding Russia). We are one of the largest beverage container producers in the PRC and participate in joint ventures in the United States and Vietnam. We also have a strong position in North American steel food container and aerosol container manufacturing, with an approximate 17 and 39 percent share, respectively, of shipments in 2012. In the U.S. and Canada, we are the leading supplier of aluminum slugs used in the production of extruded aluminum containers and estimate our percentage of the total industry shipments to be approximately 87 percent. The European extruded aluminum aerosol facilities produced approximately 725 million aluminum aerosol containers in 2012. In December 2012 we acquired a Mexican extruded aluminum aerosol manufacturing facility.

Diversified Sources of Cash Flow Our worldwide operations historically have generated significant cash flow. Our presence in multiple markets, including metal beverage containers, steel food containers and aerosol containers, extruded aluminum containers and the slugs used to produce them and high technology aerospace products, diversifies our potential sources of cash flow.

Low Cost Manufacturer with State-of-the-Art Facilities Modernization programs at many of our facilities over the past decade have increased productivity, reduced costs and improved product quality. Our international packaging segment also operates modern, efficient beverage container plants, with expertise in both steel and aluminum container production. In addition, we have strategically positioned our production sites to provide among the most cost-efficient and effective global coverage of any beverage container manufacturer. Our facilities are located in close proximity to the major geographic regions we serve and are close to our major customers' filling operations in order to minimize transportation costs.

Experienced Management We are led by an experienced management team with a proven track record of successfully integrating major acquisitions, increasing profitability and cash flow, expanding our customer base, implementing state-of-the-art manufacturing process technology, improving operating efficiencies, introducing product innovations and entering new markets and businesses. Our top ten senior executives average over 15 years of experience in the packaging industry.

Technological Leadership We have extensive experience in improving productivity and designing innovative products. In particular, we have successfully increased manufacturing efficiencies and lowered unit costs through internally-developed equipment enhancements. We also have made numerous patented advancements in container and end manufacturing techniques. Our packaging research and development activities are primarily conducted in the Ball Technology & Innovation Center located near Denver, Colorado, and at our modern technical center in Bonn, Germany. Current research and development efforts include the development of new sizes and types of metal containers as well as new uses for the current containers. Our innovation efforts continue to build momentum and play an important role in keeping us close to our customers.

Table of Contents

High Quality Products and Service We believe that the quality of our products and our customer service is among the highest in the industry, as indicated by the number of quality awards we have earned.

We won four "Can of the Year" awards in the annual global contest held by *The Canmaker* magazine, a prominent industry trade publication. Our cans received awards in the following categories:

A Gold Award in the 2-Piece Beverage Can category, for our 24-oz. Miller Lite can with tactile ink that mimics the feel of an American football. The MillerCoors Grip Can is made with a unique process that uses raised ink which makes the can easier to grip when it is wet or dry.

A Gold Award in the Metal Bottles category, for our 16-oz. Alumi-Tek® bottle for Chaka Ale, a specialty craft beer from Oskar Blues and Sun King breweries. The 100-percent recyclable bottle is lightweight, unbreakable, efficient to ship and store, an excellent brand billboard and is impervious to light and oxygen providing unparalleled flavor protection and long shelf life for the beer inside.

A Bronze Award in the 3-Piece Beverage Can category, for our throwback steel beverage can made for Churchkey beer. The retro steel beverage can uses a "church key" to open and is an homage to Americana and great craft beer.

A Commendation in the 3-Piece Food Can category, for our can made for Kikkoman Soy Sauce, a gallon-sized oblong can featuring superior flat sheet printing quality to differentiate the package.

We were also awarded Top Honors in Metal Decorating at the 2012 IMDA Excellence in Quality Conference. Our high-quality can graphics won the following awards at the recent International Metal Decorator's Association (IMDA) conference in Bloomingdale, IL:

The Grand Award and Best of Category Award for Two-Piece Cans for the 12-oz. can for Sierra Nevada's Pale Ale craft beer. The can's graphics featured Ball's Eyeris® printing technique to reproduce Sierra Nevada's classic mountain vista image. It was produced at Ball's metal beverage packaging facility in Fairfield, CA.

The Award for Excellence for Two-Piece Cans for the 16-oz. beverage can for New Belgium Brewing's Fat Tire Amber Ale. The Eyeris printed can feature the brewery's iconic bicycle and was made at our metal beverage packaging plant in Fort Worth, TX.

The Best in Category for Aerosol Containers Award for the 9.5-oz. aerosol can for Barbasol's Pure Silk Moisturizing Shave Cream. The label was printed using our six-color hexachrome process, unique in the metal decorating industry.

The 2012 Decorator of the Year Award, which recognized Ball's Levi Boss, Graphics Specialty Graphics Center of Excellence, Westminster, CO, and Roger Robinson, Inspector QC Chief, Rome, GA, metal beverage packaging plan for the exceptional metal decorating skills.

Ball Aerospace & Technologies Corp. has been honored by The Boeing Company as a 2012 "Supplier of the Year" for outstanding avionics work, specifically on the F/A-18 and Harpoon antenna programs. We continually strive to improve the quality of our products and production processes through rigorous quality systems, comprehensive employee training and tight control of our manufacturing processes.

Table of Contents

Drive for 10 Business Strategy

Our overall business strategy is defined by our Drive for 10 vision, which at its highest level is a mindset around perfection, with a greater sense of urgency around our future success. Our Drive for 10 vision encompasses the following strategic levers that are key to growing our businesses and achieving long-term success:

- Maximizing value in our existing businesses
- Expanding into new products and capabilities
- Aligning ourselves with the right customers and markets
- Broadening our geographic reach, and
- Leveraging our know-how and technological expertise to provide a competitive advantage

We also maintain a clear and disciplined financial strategy focused on improving shareholder returns through:

- Delivering earnings per share growth of 10 percent to 15 percent per annum over the long-term
- Focusing on free cash flow generation
- Increasing Economic Value Added (EVA®) dollars

The cash generated by our businesses is used primarily: (1) to finance the Company's operations, (2) to fund strategic capital investments, (3) to fund stock buy-back programs and dividend payments and (4) to service the Company's debt. We will, when we believe it will benefit the Company and our shareholders, make strategic acquisitions, enter into joint ventures or divest parts of our Company. The compensation of many of our employees is tied directly to the Company's performance through our EVA incentive programs.

During 2012 and 2011, we made progress on each of our Drive for 10 levers as described in the following:

- Maximizing value in our existing businesses through reducing standard beverage container and end capacity in North America, the expansion of specialty container production to meet current demand, redeployment of surplus equipment to other global locations, closure of certain metal beverage facilities and relocating our European headquarters to Zurich, Switzerland, to gain business, customer and supplier efficiencies;
- Expanding into new products and capabilities through expansion into extruded aluminum aerosol manufacturing with the acquisitions of Envases del Plata S.A. de C.V., a leading producer of extruded aluminum aerosol packaging in Mexico with a single manufacturing facility in San Luis Potosí, in December 2012 and Aerocan S.A.S., a leading European supplier of extruded aluminum aerosol containers, in January 2011;
- Aligning ourselves with the right customers and markets by investing capital to meet double-digit volume growth for specialty beverage containers throughout the global network;

Broadening our geographic reach with the construction and startup of three beverage container manufacturing facilities in China, Brazil and Vietnam; and

Leveraging our technological expertise in packaging innovation and aerospace technologies to maintain our competitive advantage today and in the future; the backlog in our aerospace business increased 14 percent during 2012 to $1.0 billion.

Table of Contents

These ongoing business developments help us stay close to our customers while expanding and/or sustaining our industry positions with major beverage, food, personal care, household products and aerospace customers.

Industry Overview

We operate in the packaging industry, which consists of metal, glass, plastic and paper-based products in the form of containers, bottles, cartons, boxes, closures and flexible packages for a variety of end uses, including food and beverage, consumer products, personal care, pharmaceutical and medical, household and food service, among others. The industry is global with companies of various sizes operating primarily on a local/regional basis as it is generally not economic to transport unfilled containers long distances. We hold leading positions in two of the industry's largest, more mature markets in North America and Europe that are expected to exhibit stable to moderate growth, as well as a leading position in the PRC and a significant position in Brazil, both of which are expanding growth markets. Worldwide shipments of metal beverage containers were approximately 290 billion units in 2012. The metal beverage container industry in the Americas is the largest with approximately 116 billion containers shipped in 2012, followed by Europe (excluding Russia) with approximately 54 billion containers. Shipments of steel food containers and aerosol containers in the U.S. and Canada are approximately 27 billion and 3 billion containers annually, respectively. Extruded aluminum aerosol shipments in Europe were approximately 3 billion containers, and aluminum slug shipments in North America were approximately 66,000 metric tonnes.

Recent Developments

Tender Offer

We have commenced a tender offer to purchase for cash any and all of the Company's 7.125% Senior Notes due 2016 (the "2016 Notes"), which aggregated $375 million in principal amount outstanding as of March 31, 2013 (the "Tender Offer"). In connection with the Tender Offer, we also commenced a solicitation of consents to amend the indenture governing the 2016 Notes to eliminate substantially all of the restrictive covenants, certain events of default and certain other provisions thereunder.

Holders who validly tender their 2016 Notes prior to 5:00 p.m. (New York City time) on May 22, 2013 will receive $1,053.22 per $1,000 principal amount of the 2016 Notes accepted for purchase (which amount includes a consent payment of $7.50 for each $1,000 principal amount of the 2016 Notes). Holders who validly tender their 2016 Notes after 5:00 p.m. (New York City time) on May 22, 2013 but prior to 9:00 a.m. (New York City time) on June 7, 2013, the expiration time of the Tender Offer (as such time may be extended), will receive $1,045.72 per $1,000 principal amount of the 2016 Notes accepted for purchase. In each case, holders who validly tender their 2016 Notes will receive accrued and unpaid interest on such principal amount of 2016 Notes accepted for purchase to, but not including, the applicable payment date.

We intend to use a portion of the net proceeds from this offering to fund the purchase of the 2016 Notes accepted for purchase in the Tender Offer. The remaining net proceeds will be used to repay borrowings under our revolving credit facilities, to repay borrowings under our Term A loan facility and the balance, if any, for general corporate purposes, which may include potential investments in strategic alliances and acquisitions, the refinancing or repayment of debt, working capital, share repurchases, pension contributions or capital expenditures. In the event that less than all of the 2016 Notes are accepted for purchase pursuant to the Tender Offer, we currently intend, but have no obligation, to call for redemption in cash any remaining outstanding 2016 Notes pursuant to the redemption provisions in the indenture governing the 2016 Notes.

Table of Contents

The Tender Offer is subject to a number of conditions, including a financing condition that requires the completion of this offering on terms and conditions satisfactory to us for aggregate net proceeds that will equal an amount sufficient to pay the total consideration of all of the currently outstanding 2016 Notes that are validly tendered and accepted for purchase, plus all fees and expenses incurred in connection with the Tender Offer. The Tender Offer is being made only pursuant to the terms and subject to the conditions of the Tender Offer documents. This prospectus supplement does not constitute a notice of redemption under the optional redemption provisions of the indenture governing the 2016 Notes, nor does it constitute an offer to sell or the solicitation of an offer to purchase or a solicitation of consents with respect to the 2016 Notes.

Refinancing of Credit Facilities

Our existing credit facilities are scheduled to expire in December 2015. We are currently seeking commitments to replace, refinance and extend our existing credit facilities, but no assurance can be made as to the terms and conditions on which such commitments will be obtained or that such credit facility will close on terms acceptable to us or at all. Such credit facility, if consummated, will be on market terms and conditions, which may be less favorable terms and conditions than those contained in our existing credit facilities. This offering is not conditioned upon the replacement of our existing credit facilities. See "Description of Other Indebtedness Existing Credit Facilities."

Table of Contents

The Offering

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of the notes, see "Description of Notes" in this prospectus supplement.

Issuer	Ball Corporation.
Notes Offered	$1 billion in aggregate principal amount of notes.
Maturity Date	November 15, 2023.
Interest Rate and Interest Payment Dates	4% per annum, payable semiannually in arrears in cash on May 15 and November 15 of each year, beginning November 15, 2013. Interest will accrue from May 16, 2013.
Guarantees	Ball Corporation's operations are conducted through its subsidiaries. Ball Corporation's payment obligations under the notes will be fully and unconditionally guaranteed by certain of Ball Corporation's existing and future domestic restricted subsidiaries that are guarantors of Ball Corporation's other indebtedness. The notes will not be guaranteed by any of Ball Corporation's foreign subsidiaries. The non-guarantor subsidiaries generated 39 percent of our net sales for the three months ended March 31, 2013, and held 61 percent of our assets as of March 31, 2013. See "Risk Factors Risks Related to the Notes The notes will be structurally subordinated to all existing and future liabilities of our subsidiaries that do not guarantee the notes."
Ranking	The notes will be senior unsecured obligations of Ball Corporation and will rank: equally in right of payment to all of Ball Corporation's existing and future senior unsecured indebtedness and other liabilities, including trade payables and our outstanding 7.125% Senior Notes due 2016 (the "2016 notes"), our outstanding 7.375% Senior Notes due 2019 (the "2019 notes"), our outstanding 6.75% Senior Notes due 2020 (the "2020 notes"), our outstanding 5.75% Senior Notes due 2021 (the "2021 notes") and our outstanding 5% Senior Notes due March 2022 (the "2022 notes" and together with the 2016 notes, the 2019 notes, the 2020 notes and the 2021 notes, the "existing senior notes"); and senior in right of payment to all of Ball Corporation's future indebtedness, if any, that expressly provides for its subordination to the notes. The subsidiary guarantee of each subsidiary guarantor will be such subsidiary guarantor's senior unsecured obligation and will rank: equally in right of payment to all of such subsidiary guarantor's existing and future senior unsecured debt and other liabilities, including trade payables; and senior in right of payment to all of such subsidiary guarantor's future debt, if any, that expressly provides for its subordination to such subsidiary guarantor's subsidiary guarantee.

Table of Contents

The notes will be effectively subordinated to any secured debt of Ball Corporation, including borrowings under Ball Corporation's senior secured credit facilities, to the extent of the value of the assets securing that indebtedness. The notes will also be structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, of Ball Corporation's subsidiaries that are not subsidiary guarantors.

As of March 31, 2013, on an as adjusted basis, after giving effect to this offering and the application of the net proceeds as described in "Use of Proceeds":

Ball Corporation and its subsidiaries would have had approximately $3.5 billion in aggregate principal amount of outstanding long-term debt on a consolidated basis, of which approximately $195 million would have been secured and an additional approximately $953 million would have been available for borrowing on a secured basis under Ball Corporation's revolving credit facilities;

approximately $2.1 billion in aggregate principal amount of Ball Corporation's and its subsidiary guarantors' outstanding debt would have consisted of the existing senior notes; and

Ball Corporation's subsidiaries that are non-guarantors would have had approximately $2.5 billion in liabilities, excluding intercompany liabilities but including trade payables.

See "Risk Factors Risks Related to the Notes The notes will be structurally subordinated to all existing and future liabilities of our subsidiaries that do not guarantee the notes."

Change of Control

Upon the occurrence of a Change of Control Repurchase Event (as defined herein), we will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest, if any, to the date of repurchase. See "Description of Notes Repurchase upon Change of Control Repurchase Event."

Optional Redemption

We may redeem the notes at any time in whole, or from time to time in part, in each case, at our option at a redemption price equal to the greater of:

100% of the principal amount of the notes to be redeemed; and

the sum of the present values of the remaining scheduled payments of principal and interest on such notes discounted to the date of redemption (excluding interest accrued to the date of redemption), on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months), at a rate equal to the sum of the Treasury Rate plus 50 basis points.

We will also pay the accrued and unpaid interest on the notes to but excluding the redemption date. See "Description of Notes Optional Redemption."

Table of Contents

Certain Covenants	The indenture governing the notes will contain certain restrictions, including limitations that restrict our ability and the ability of certain of our subsidiaries to incur secured indebtedness or enter into certain sale and leaseback transactions. See "Description of Notes Certain Covenants."
Use of Proceeds	We estimate that the net proceeds from this offering will be approximately $985 million after deducting underwriting discounts and commissions and estimated expenses related to this offering. We intend to use a portion of the net proceeds from this offering to fund the purchase of the 2016 Notes accepted for purchase in the Tender Offer. The remaining net proceeds will be used to repay borrowings under our revolving credit facilities, to repay borrowings under our Term A loan facility and the balance, if any, for general corporate purposes, which may include potential investments in strategic alliances and acquisitions, the refinancing or repayment of debt, working capital, share repurchases, pension contributions or capital expenditures. See "Recent Developments Tender Offer" and "Use of Proceeds."
DTC Eligibility	The notes will be issued in fully registered book-entry form and will be represented by permanent global notes without coupons. Global notes will be deposited with a custodian for and registered in the name of a nominee of DTC, in New York, New York. Investors may elect to hold interests in the global notes through DTC and its direct or indirect participants as described in the accompanying prospectus under "Description of Notes Book-Entry, Delivery and Form."
Form and Denomination	The notes will be issued in minimum denominations of $2,000 and any integral multiple of $1,000 in excess thereof.
No Listing	We do not intend to list the notes on any securities exchange or include the notes in any automated quotation system.
Risk Factors	See "Risk Factors" beginning on page S-12 and other information included or incorporated by reference in this prospectus supplement for a discussion of the factors you should carefully consider before deciding to invest in the notes.

Corporate Information

Our principal executive office is located at 10 Longs Peak Drive, Broomfield, Colorado 80021-2510 and our telephone number is (303) 469-3131. We also maintain a website at *www.ball.com*. The information on our website is not part of this prospectus supplement unless such information is specifically incorporated herein.

Table of Contents

Summary Historical Financial Data

The following table sets forth the selected historical consolidated financial data for the Company as of and for the fiscal years ended December 31, 2012, 2011, 2010, 2009 and 2008, and the condensed consolidated financial data as of and for the three months ended March 31, 2013 and April 1, 2012. The information as of and for the years ended December 31, 2012, 2011, 2010, 2009 and 2008 was derived from our audited consolidated financial statements. The information as of and for the three months ended March 31, 2013 and April 1, 2012 was derived from our unaudited condensed consolidated financial statements. The following data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the historical consolidated financial statements and the related notes all contained in our Annual Report on Form 10-K filed with the SEC on February 22, 2013 and our Quarterly Report on Form 10-Q filed with the SEC on May 6, 2013, which are incorporated by reference into this prospectus supplement and the accompanying prospectus.

	Year Ended December 31,					Three Months Ended	
	2012	2011	2010	2009	2008	March 31, 2013	April 1, 2012
	(dollars in millions, except per share data)						
Statement of Earnings Data:							
Total net sales	$ 8,735.7	$ 8,630.9	$ 7,630.0	$ 6,710.4	$ 6,826.1	$ 1,991.0	$ 2,042.7
Cost of sales(1)	(7,174.0)	(7,081.2)	(6,254.1)	(5,517.9)	(5,699.5)	(1,643.5)	(1,687.7)
Depreciation and amortization	(282.9)	(301.1)	(265.5)	(243.1)	(249.9)	(72.5)	(69.0)
Selling, general and administrative	(385.5)	(381.4)	(356.8)	(309.0)	(259.4)	(109.3)	(99.6)
Business consolidation and other activities	(102.8)	(30.3)	11.0	(21.4)	(43.8)	(22.7)	(4.4)
Gain on sale of investment				34.8	7.1		
Earnings before interest and taxes	$ 790.5	$ 836.9	$ 764.6	$ 653.8	$ 580.6	$ 143.0	$ 182.0
Net earnings from continuing operations	$ 429.3	$ 468.6	$ 548.6	$ 390.6	$ 315.3	$ 79.3	$ 93.4
Discontinued operations, net of tax	(2.8)	(2.3)	(74.9)	(2.2)	4.6	0.1	(0.3)
Net earnings	$ 426.5	$ 466.3	$ 473.7	$ 388.4	$ 319.9	$ 79.4	$ 93.1
Net earnings attributable to Ball Corporation:							
Continuing operations	$ 406.3	$ 446.3	$ 542.9	$ 390.1	$ 314.9	$ 71.9	$ 88.6
Discontinued operations	(2.8)	(2.3)	(74.9)	(2.2)	4.6	0.1	(0.3)
Total net earnings attributable to Ball	$ 403.5	$ 444.0	$ 468.0	$ 387.9	$ 319.5	$ 72.0	$ 88.3
Earnings per share (EPS):							
Basic EPS from continuing operations	$ 2.63	$ 2.70	$ 3.00	$ 2.08	$ 1.64	$ 0.48	$ 0.56
Basic EPS from discontinued operations	(0.02)	(0.01)	(0.41)	(0.01)	0.03		
Total basic EPS	$ 2.61	$ 2.69	$ 2.59	$ 2.07	$ 1.67	$ 0.48	$ 0.56
Diluted EPS from continuing operations	$ 2.57	$ 2.64	$ 2.96	$ 2.05	$ 1.62	$ 0.47	$ 0.55
Diluted EPS from discontinued operations	(0.02)	(0.01)	(0.41)	(0.01)	0.03		
Total diluted EPS	$ 2.55	$ 2.63	$ 2.55	$ 2.04	$ 1.65	$ 0.47	$ 0.55
Other Data:							
EBITDA(2)(3)	$ 1,073.4	$ 1,138.0	$ 1,030.1	$ 896.9	$ 830.5	$ 215.5	$ 251.0
EBITDA margin	12.3%	13.2%	13.5%	13.4%	12.2%	10.8%	12.3%
Interest expense(4)	$ (194.9)	$ (177.1)	$ (158.2)	$ (117.2)	$ (137.7)	$ (44.8)	$ (60.4)
Cash flow from operating activities, including discontinued operations	853.2	948.4	515.2	559.7	627.6	(324.6)	(218.3)
Cash flow from investing activities, including discontinued operations	(356.0)	(738.0)	(110.2)	(581.4)	(418.0)	(109.3)	(86.7)
Cash flow from financing activities	(486.9)	(216.8)	(459.6)	100.8	(205.5)	469.0	251.5
	(305.0)	(443.8)	(259.4)	(187.1)	(306.9)	(88.7)	(76.0)

Capital expenditures, including discontinued operations							
Cash dividends per common share	0.40	0.28	0.20	0.20	0.20	0.13	0.10
Ratio of earnings to fixed charges	3.7x	4.2x	4.4x	4.8x	3.7x	2.9x	2.8x

Table of Contents

	As of December 31,					As of	
	2012	2011	2010	2009	2008	March 31, 2013	April 1, 2012
	(dollars in millions, except per share data)						
Balance Sheet Data:							
Cash and cash equivalents	$ 174.1	$ 165.8	$ 152.0	$ 210.6	$ 127.4	$ 208.0	$ 106.8
Working capital(5)	653.6	465.8	922.4	468.8	262.6	879.8	704.3
Total assets	7,507.1	7,284.6	6,927.7	6,488.3	6,368.7	7,776.0	7,559.4
Total debt and capital lease obligations, including current maturities	3,305.1	3,144.1	2,812.3	2,596.2	2,410.1	3,830.9	3,628.9
Ball Corporation shareholders' equity	1,114.6	1,219.1	1,518.0	1,581.3	1,085.8	1,074.9	1,185.8
Total shareholders' equity	1,290.0	1,378.0	1,658.1	1,583.0	1,087.3	1,257.5	1,348.7

(1) Excludes depreciation and amortization expense.

(2) EBITDA represents earnings before interest, taxes, depreciation and amortization. We present EBITDA because we consider it an important supplemental measure of our financial performance and our management believes it is frequently used by securities analysts, investors and other interested parties in the evaluation of companies' financial performance in our industry. EBITDA is a non-U.S. GAAP measure and should not be considered an alternative to net earnings as an indicator of our operating performance. Non-U.S. GAAP measures should not be considered in isolation and should not be considered superior to, or a substitute for, financial measures calculated in accordance with U.S. GAAP. A reconciliation of EBITDA to net earnings attributable to Ball Corporation follows:

	Year Ended December 31,					Three Months Ended	
	2012	2011	2010	2009	2008	March 31, 2013	April 1, 2012
	(dollars in millions)						
EBITDA	$ 1,073.4	$ 1,138.0	$ 1,030.1	$ 896.9	$ 830.5	$ 215.5	$ 251.0
Depreciation and amortization	(282.9)	(301.1)	(265.5)	(243.1)	(249.9)	(72.5)	(69.0)
Earnings before interest and taxes	790.5	836.9	764.6	653.8	580.6	143.0	182.0
Interest expense	(194.9)	(177.1)	(158.2)	(117.2)	(137.7)	(44.8)	(60.4)
Earnings before taxes	595.6	659.8	606.4	536.6	442.9	98.2	121.6
Tax provision	(165.0)	(201.3)	(175.8)	(159.8)	(142.1)	(18.1)	(28.0)
Equity in results of affiliates, net of tax	(1.3)	10.1	118.0	13.8	14.5	(0.8)	(0.2)
Net earnings from continuing operations	429.3	468.6	548.6	390.6	315.3	79.3	93.4
Discontinued operations, net of tax	(2.8)	(2.3)	(74.9)	(2.2)	4.6	0.1	(0.3)
Net earnings	426.5	466.3	473.7	388.4	319.9	79.4	93.1
Less net earnings attributable to noncontrolling interests	(23.0)	(22.3)	(5.7)	(0.5)	(0.4)	(7.4)	(4.8)
Net earnings attributable to Ball Corporation	$ 403.5	$ 444.0	$ 468.0	$ 387.9	$ 319.5	$ 72.0	$ 88.3

(3) EBITDA was impacted by net business consolidation and other activity (costs) gains, including sales of investments, of $(102.8) million, $(30.3) million, $11.0 million, $13.4 million and $(36.7) million for the years ended December 31, 2012, 2011, 2010, 2009 and 2008, respectively and $(22.7) million and $(4.4) million for the three months ended March 31, 2013 and April 1, 2012.

(4)

Interest expense includes debt refinancing costs of $(15.1) million and $(8.8) million for the years ended December 31, 2012 and 2010, respectively.

(5) Working capital excludes assets held for sale related to the divestiture of the plastics packaging, Americas segment, for the years ended December 2009 and 2008.

Table of Contents

RISK FACTORS

You should carefully consider the following risk factors and the risk factors and assumptions related to our business identified or described in our most recent Annual Report on Form 10-K, including Exhibit 99 thereto, and all other information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus before investing in the notes. The risks described below or incorporated by reference herein are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business operations. The occurrence of any one or more of the following could materially adversely affect our business, financial condition or results of operations. In such case, you may lose all or part of your original investment.

Risks Related to the Notes

Our significant debt could adversely affect our financial health and prevent us from fulfilling our obligations under the notes.

We have now and, after this offering, will continue to have a significant amount of debt. On March 31, 2013, on an as adjusted basis, after giving effect to this offering and the application of the net proceeds as described in "Use of Proceeds," we would have had total long-term debt of $3.5 billion (of which $1 billion would have consisted of the notes, $193 million would have consisted of borrowings under our senior secured credit facilities, $2.1 billion would have consisted of our existing senior notes and $263 million would have consisted of other debt) and approximately $953 million available for additional borrowings under our revolving credit facilities. Our high level of debt could have important consequences, including the following:

- use of a large portion of our cash flow to pay principal and interest on our notes, our senior secured credit facilities and our other debt, which will reduce the availability of our cash flow to fund working capital, capital expenditures, research and development expenditures and other business activities;
- increase our vulnerability to general adverse economic and industry conditions;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- restrict us from making strategic acquisitions or exploiting business opportunities;
- place us at a competitive disadvantage compared to our competitors that have less debt;
- limit our ability to make capital expenditures in order to maintain our manufacturing plants in good working order and repair; and
- limit, along with the financial and other restrictive covenants in our debt, among other things, our ability to borrow additional funds, dispose of assets or pay cash dividends.

In addition, a substantial portion of our debt bears interest at variable rates. If market interest rates increase, variable-rate debt will create higher debt service requirements, which would adversely affect our cash flow. While we sometimes enter into agreements limiting our exposure, any such agreements may not offer complete protection from this risk.

We will require a significant amount of cash to service our debt. Our ability to generate cash depends on many factors beyond our control.

Our ability to make payments on and to refinance our debt, including the notes, and to fund planned capital expenditures and research and development efforts, will depend on our ability to

generate cash in the future. This is subject to general economic, financial, competitive, legislative, regulatory and other factors that may be beyond our control.

Based on our current operations, we believe our cash flow from operations, available cash and available borrowings under our revolving credit facilities will be adequate to meet our future liquidity needs for the next several years barring any unforeseen circumstances which are beyond our control.

We cannot assure you, however, that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under our revolving credit facilities or otherwise in an amount sufficient to enable us to pay our debt, including the notes, or to fund our other liquidity needs. We may need to refinance all or a portion of our debt, including the notes, on or before maturity. We cannot assure you that we will be able to refinance any of our debt, including our senior secured credit facilities, the existing senior notes or the notes, on commercially reasonable terms or at all.

Despite our current significant level of debt, we may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial debt.

We may be able to incur substantial additional debt in the future. Although our senior secured credit facilities contain, and the indentures governing our existing senior notes contain, restrictions on the incurrence of additional debt, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions could be substantial. If new debt is added to our current debt levels, the substantial risks described above would intensify.

The notes and the subsidiary guarantees will be unsecured and effectively subordinated to our existing and future secured debt.

Holders of our secured debt will have claims that are prior to your claims as holders of the notes to the extent of the value of the assets securing the secured debt. Notably, Ball Corporation and the subsidiary guarantors are parties to our senior secured credit facilities, which are secured by liens on the stock of substantially all of the subsidiaries of Ball Corporation and the subsidiary guarantors. The notes will be effectively subordinated to all secured debt to the extent of the value of the collateral. In the event of any distribution or payment of our assets in any foreclosure, dissolution, winding-up, liquidation, reorganization or other bankruptcy proceeding, holders of secured debt will have prior claim to those of our assets that constitute their collateral. Holders of the notes will participate ratably with all holders of our unsecured debt that is deemed to be of the same class as the notes, and potentially with all of our other general creditors, based upon the respective amounts owed to each holde