

KELLY THOMAS A  
Form 4  
March 04, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELLY THOMAS A**

(Last) (First) (Middle)  
**ONE CROWN WAY**  
  
(Street)  
**PHILADELPHIA, PA 19154**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CROWN HOLDINGS INC [CCK]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/28/2013**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President & CFO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common					1,055 <sup>(1)</sup>	I	By 401(k) Plan
Common	02/28/2013		A		20,471 <sup>(2)</sup>	A	\$ 38.68

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

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY THOMAS A ONE CROWN WAY PHILADELPHIA, PA 19154			Senior Vice President & CFO	

## Signatures

Rosemary M. Haselroth, by Power of Attorney  
Date: 03/04/2013

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).

(1) At December 31, 2012, the Reporting Person owned 1,055 shares of CCK Common Stock under the CCK 401(k) Plan.

(2) The Reporting Person was granted 20,471 shares of Restricted Common Stock under the 2006 Stock-Based Incentive Compensation Plan. 6,593 shares vest over a three year period as follows: 2,198 shares on February 28, 2014 and February 28, 2015, respectively, and 2,197 shares on February 28, 2016. The final 13,878 shares vest on February 28, 2016 based on the Company's Total Shareholder Return versus a defined peer group of companies, with the final number of performance based vested shares varying from 0 to 200% of 13,878.

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. Shares issued and outstanding (inclusive of Shares held pursuant to J. Alexander's Employee Stock Ownership Plan (as amended and restated), effective January 1, 2002 (the ESOP)) and (ii) 1,006,125 Shares issuable upon the exercise of outstanding options (of which 920,625 have an exercise price less than the Offer Price).

(c) The information set forth in the section in the Offer to Purchase entitled Price Range of Shares; Dividends is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

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This Schedule TO is filed by Parent, FNSO and Purchaser. The information set forth in the section of the Offer to Purchase entitled Certain Information Concerning Parent, Purchaser and Certain Related Persons and in Schedule I attached thereto is incorporated herein by reference.

### ***Item 4. Terms of the Transaction.***

The information set forth in the Offer to Purchase is incorporated herein by reference.

### ***Item 5. Past Contacts, Transactions, Negotiations and Agreements.***

(a) The information set forth in the sections of the Offer to Purchase entitled Certain Information Concerning Parent, Purchaser and Certain Related Persons, Background of the Offer, Past Contacts or Negotiations with J. Alexander s, and The Merger Agreement; Other Agreements, respectively, is incorporated herein by reference.

(b) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction, Certain Information Concerning Parent, Purchaser and Certain Related Persons, Background

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of the Offer; Past Contacts or Negotiations with J. Alexander s, Purpose of the Offer; Plans for J. Alexander s, and The Merger Agreement; Other Agreements, respectively, is incorporated herein by reference.

**Item 6. Purposes of the Transaction and Plans or Proposals.**

The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction, Certain Effects of the Offer, Purpose of the Offer; Plans for J. Alexander s, and The Merger Agreement; Other Agreements, respectively, is incorporated herein by reference.

**Item 7. Source and Amount of Funds or Other Consideration.**

The information set forth in the section of the Offer to Purchase entitled Source and Amount of Funds is incorporated herein by reference.

**Item 8. Interest in Securities of the Subject Company.**

(a) The information set forth in the section of the Offer to Purchase entitled Certain Information Concerning Parent, Purchaser and Certain Related Persons is incorporated herein by reference.

(b) The information set forth in the sections of the Offer to Purchase entitled Certain Information Concerning Parent, Purchaser and Certain Related Persons and The Merger Agreement; Other Agreements and Schedule I attached thereto, is incorporated herein by reference.

**Item 9. Persons/Assets Retained, Employed, Compensated or Used.**

The information set forth in the section of the Offer to Purchase entitled Fees and Expenses is incorporated herein by reference.

**Item 10. Financial Statements.**

Not applicable.

**Item 11. Additional Information.**

(a)(1) The information set forth in the sections of the Offer to Purchase entitled Certain Information Concerning Parent, Purchaser and Certain Related Persons, Background of the Offer; Past Contacts or Negotiations with J. Alexander s, Purpose of the Offer; Plans for J. Alexander s and The Merger Agreement; Other Agreements, respectively, is incorporated herein by reference.

(a)(2) The information set forth in the sections of the Offer to Purchase entitled Certain Conditions of the Offer and Certain Legal Matters; Regulatory Approvals, respectively, is incorporated herein by reference.

(a)(3) The information set forth in the sections of the Offer to Purchase entitled Certain Conditions of the Offer and Certain Legal Matters; Regulatory Approvals, respectively, is incorporated herein by reference.

(a)(4) The information set forth in the section of the Offer to Purchase entitled Certain Effects of the Offer is incorporated herein by reference.

(a)(5) The information set forth in the section of the Offer to Purchase entitled Certain Legal Matters; Regulatory Approvals, is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase is incorporated herein by reference.

**Item 12. Exhibits.**

Exhibit	Exhibit Name
(a)(1)(A)	Offer to Purchase dated August 6, 2012.*
(a)(1)(B)	Letter of Transmittal (including Form W-9 and General Instructions to Form W-9).*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(5)(A)	Press Release issued by Fidelity National Financial, Inc. on July 31, 2012 (incorporated herein by reference to Exhibit 99.1 to the Schedule TO-C filed by Fidelity National Financial, Inc. on July 31, 2012).
(a)(5)(B)	Form of Summary Advertisement as published on August 6, 2012 in The Wall Street Journal.
(a)(5)(C)	Press Release issued by Fidelity National Financial Inc. on August 6, 2012.
(b)(1)	Second Amended and Restated Credit Agreement, dated as of April 16, 2012, among Fidelity National Financial, Inc., Bank of America, N.A. as Administrative Agent and Swing Line Lender, and the other financial institutions party thereto (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Fidelity National Financial, Inc. on April 19, 2012).
(d)(1)	Amended and Restated Agreement and Plan of Merger, dated as of July 30, 2012, by and among Fidelity National Financial, Inc., Fidelity Newport Holdings, LLC (for the limited purposes set forth therein), American Blue Ribbon Holdings, Inc. (for the limited purposes set forth therein), New Athena Merger Sub, Inc., and J. Alexander s Corporation.
(d)(2)	Confidentiality Letter Agreement, dated as of March 18, 2012, by and between Fidelity National Financial, Inc., Fidelity Newport Holdings, LLC and J. Alexander s Corporation.
(d)(3)	Confidentiality Agreement, dated as of April 9, 2012, by and between American Blue Ribbon Holdings, LLC and J. Alexander s Corporation.
(g)	Not applicable.
(h)	Not applicable.

\* Included in mailing to shareholders.

**Item 13. Information required by Schedule 13E-3.**

Not applicable.

**SIGNATURE**

After due inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

FIDELITY NATIONAL FINANCIAL, INC.

By: /s/ Michael L. Gravelle  
Name: Michael L. Gravelle  
Title: Executive Vice President, General Counsel and  
Corporate Secretary

FIDELITY NATIONAL SPECIAL OPPORTUNITIES,  
INC.

By: /s/ Michael L. Gravelle  
Name: Michael L. Gravelle  
Title: Executive Vice President, General Counsel and  
Corporate Secretary

NEW ATHENA MERGER SUB, INC.

By: /s/ Goodloe Partee  
Name: Goodloe Partee  
Title: Authorized Person

Dated: August 6, 2012

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