

ROCK TENN CO  
Form 8-K  
July 22, 2003

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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): July 22, 2003**

**Rock-Tenn Company**

(Exact Name of Registrant as Specified in Its Charter)

Georgia  
(State or Other Jurisdiction  
of Incorporation)

0-23340  
(Commission File Number)

62-0342590  
(IRS Employer Identification No.)

504 Thrasher Street, Norcross, Georgia  
(Address of Principal Executive Offices)

30071  
(Zip Code)

(770) 448-2193  
(Registrant's telephone number, including area code)

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SIGNATURES

INDEX TO EXHIBITS

EX-99.1 July 22, 2003 Press Release

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**Item 7. Financial Statements and Exhibits**

(c) Exhibits (furnished pursuant to Item 12)

99.1 July 22 Press Release

**Item 9. Regulation FD Disclosure**

The following information is furnished pursuant to Item 12, **Results of Operations and Financial Condition** in accordance with SEC Release No. 33-8216.

On July 1, 2003, Rock-Tenn Company ( **Rock-Tenn** ) issued a press release (the **July 1 Press Release** ) that announced Rock-Tenn would hold its quarterly conference call to discuss financial results for the second quarter of 2003 on Tuesday, July 22, 2003, at 11:00 a.m. ET (the **Conference Call** ).

On July 22, 2003, Rock-Tenn issued a press release (the **July 22 Press Release** ) that announced Rock-Tenn's financial results for the third quarter of 2003. A copy of the July 22 Press Release is attached hereto as Exhibit 99.1 and hereby incorporated herein.

The July 1 Press Release and the July 22 Press Release both announced that the Conference Call would be webcast and could be accessed, along with a copy of the July 22 Press Release and any relevant financial and other statistical information related to the webcast, on Rock-Tenn's website at [www.rocktenn.com](http://www.rocktenn.com) (the **Website** ).

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**SIGNATURES**

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.

ROCK-TENN COMPANY  
(Registrant)

Date: July 22, 2003

By: /s/ STEVEN C. VOORHEES

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Steven C. Voorhees  
Executive Vice-President and Chief  
Financial Officer (Principal Financial  
Officer, Principal Accounting Officer  
and duly authorized officer)

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**Exhibit Number and Description**

99.1 July 22 Press Release

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/s/ W. EDMUND CLARK

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W. Edmund Clark Chief Executive Officer  
and Director

(Principal Executive Officer) May 5, 2005

/s/ DANIEL A. MARINANGELI

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Daniel A. Marinangeli

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

May 5, 2005

/s/ DAMIAN J. MCNAMEE

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Damian J. McNamee

Senior Vice President  
and Chief Accountant  
(Principal Account Officer)

May 5, 2005

/s/ JOHN M. THOMPSON

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John M. Thompson

Chairman of the Board

May 5, 2005

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|                                     |          |             |
|-------------------------------------|----------|-------------|
| <hr/> <i>/s/ WILLIAM E. BENNETT</i> | Director | May 5, 2005 |
| William E. Bennett                  |          |             |
| <hr/> <i>/s/ HUGH J. BOLTON</i>     | Director | May 5, 2005 |
| Hugh J. Bolton                      |          |             |
| <hr/> <i>/s/ JOHN L. BRAGG</i>      | Director | May 5, 2005 |
| John L. Bragg                       |          |             |
| <hr/> <i>/s/ MARSHALL A. COHEN</i>  | Director | May 5, 2005 |
| Marshall A. Cohen                   |          |             |
| <hr/> <i>/s/ WENDY K. DOBSON</i>    | Director | May 5, 2005 |
| Wendy K. Dobson                     |          |             |
| <hr/> <i>/s/ DARREN ENTWISTLE</i>   | Director | May 5, 2005 |
| Darren Entwistle                    |          |             |
| <hr/> <i>/s/ DONNA M. HAYES</i>     | Director | May 5, 2005 |
| Donna M. Hayes                      |          |             |
| <hr/> <i>/s/ HENRY H. KETCHAM</i>   | Director | May 5, 2005 |
| Henry H. Ketcham                    |          |             |
| <hr/> <i>/s/ PIERRE H. LESSARD</i>  | Director | May 5, 2005 |
| Pierre H. Lessard                   |          |             |
| <hr/> <i>/s/ HAROLD H. MACKAY</i>   | Director | May 5, 2005 |
| Harold H. MacKay                    |          |             |
| <hr/> <i>/s/ BRIAN F. MACNEILL</i>  | Director | May 5, 2005 |
| Brian F. MacNeill                   |          |             |
| <hr/> <i>/s/ ROGER PHILLIPS</i>     | Director | May 5, 2005 |
| Roger Phillips                      |          |             |
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|---|---|-------------|
| <hr/> <i>/s/ WILBUR J. PREZZANO</i><br>Wilbur J. Prezzano | Director  | May 5, 2005 |
| <hr/> <i>/s/ HELEN K. SINCLAIR</i><br>Helen K. Sinclair   | Director  | May 5, 2005 |
| <hr/> <i>/s/ DONALD R. SOBEY</i><br>Donald R. Sobey       | Director  | May 5, 2005 |
| <hr/> <i>/s/ MICHAEL D. SOPKO</i><br>Michael D. Sopko     | Director  | May 5, 2005 |
| <hr/> <i>/s/ BRENDAN O'HALLORAN</i><br>Brendan O'Halloran | Authorized Representative<br>in the United States | May 5, 2005 |
| <hr/>   |   |             |



**EXHIBIT INDEX**

**Exhibit  
Number**

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|      |   |
|------|---|
| 1.1* | Form of Distribution Agreement  |
| 4.1  | Form of Indenture   |
| 5.1  | Opinion of McCarthy Tétrault LLP  |
| 5.2  | Opinion of Simpson Thacher & Bartlett LLP   |
| 12.1 | Statement re: Computation of Ratios   |
| 23.1 | Consent of McCarthy Tétrault LLP (included in Exhibit 5.1)                        |
| 23.2 | Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.2)               |
| 23.3 | Joint Consent of Ernst & Young LLP and PricewaterhouseCoopers LLP                 |
| 24.1 | Powers of Attorney (included on the signature page of the registration statement) |
| 25.1 | Statement of Eligibility of Trustee   |

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\*  
To be filed by amendment or as an exhibit to a report pursuant to Section 13(a) or 15(d) of the Exchange Act.

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