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SONOCO PRODUCTS CO  
Form S-4/A  
December 15, 2004

REGISTRATION NO. 333- 119863

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 1 TO  
FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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SONOCO PRODUCTS COMPANY  
(Exact name of registrant as specified in its charter)

SOUTH CAROLINA  
(State or other jurisdiction  
of incorporation or organization)

2650  
(Primary Standard Industrial  
Classification Code Number)

57-0248420  
(I.R.S. Employer  
Identification no.)

One North Second Street  
Post Office Box 160  
Hartsville, South Carolina 29551  
Telephone: 843-383-7000

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

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CHARLES J. HUPFER  
Vice President and Chief Financial Officer  
SONOCO PRODUCTS COMPANY  
One North Second Street  
Post Office Box 160  
Hartsville, South Carolina 29551  
Telephone: 843-383-7000  
(Name, address, including zip code, and  
telephone number, including area code,  
of agent for service)

Copies to:  
GEORGE S. KING, JR., ESQ.  
SUZANNE HULST CLAWSON, ESQ.  
HAYNSWORTH SINKLER BOYD, P.A.  
1201 Main Street, 22nd Floor  
Columbia, South Carolina 29201  
(803) 779-3080  
Facsimile (803) 765-1243

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Approximate date of commencement of proposed sale to public: As soon as  
practicable after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection  
with the formation of a holding company and there is compliance with General  
Instruction G, please check the following box

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act, please check the following box and list  
the Securities Act registration statement number of the earlier effective  
registration statement for the same offering.  \_\_\_\_\_

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered -----	Amount to be registered(1) -----	Proposed maximum offering price per unit(1) -----	Proposed aggregate price -----
Debt Securities	\$150,000,000.00	-	\$150,000,000.00

- (1) Calculated in accordance with Rule 457(f)(2) under the Securities Act based on the book value of the securities to be received by the registrant and cancelled in the exchange.
- (2) Paid with initial filing.

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The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

=====

The information in this Prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This Prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, dated \_\_\_\_\_, 2004

PROSPECTUS

Sonoco Products Company

Offer to Exchange

\$150,000,000 aggregate principal amount of 5.625% Notes due 2016  
that have been registered under the Securities Act of 1933

for

Any and all outstanding unregistered  
5.625% Notes due 2016

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The Registered Notes

- o We are offering up to \$150,000,000 aggregate principal amount of our new 5.625% notes due 2016, which are registered under the Securities

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Act of 1933, in exchange for up to \$150,000,000 aggregate principal amount of our existing 5.625% notes due 2016. We are offering the new notes to satisfy some of our obligations under the exchange and registration rights agreement we entered into in connection with the private placement of the old notes.

- o The terms of the new notes are substantially identical to the old notes, except that the new notes do not contain terms relating to additional interest, holders of the new notes will not be entitled to registration rights under the registration rights agreement, and, because the new notes have been registered under the federal securities laws, they will not be subject to restrictions on transfer except under the limited circumstances described in this Prospectus.
- o We do not intend to list the new notes on any securities exchange or seek approval for quotation through any automated trading system.

### The Exchange Offer

- o The exchange offer will expire at 5:00 p.m., New York City time, on \_\_\_\_\_, 2004, unless extended. We do not currently intend to extend the expiration date.
- o The exchange offer is not subject to any conditions other than that the exchange offer not violate applicable law or any applicable interpretation of the Staff of the Securities and Exchange Commission and that there be no change in our business or financial affairs that, in our reasonable judgment, might materially impair our ability to proceed with, or the contemplated benefits of, the exchange offer.
- o All old notes that are validly tendered and not validly withdrawn will be exchanged for an equal principal amount of new notes.
- o Tenders of old notes may be withdrawn at any time before the expiration of the exchange offer.
- o The exchange of old notes for new notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes.
- o We will not receive any proceeds from the exchange offer.

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See "Risk Factors" beginning on page 8 for a discussion of the factors that you should consider prior to tendering your notes for exchange.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this Prospectus is accurate or complete or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus is ,2004.

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Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act of 1933, as amended. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where the old notes were acquired by the broker-dealer as a result of market-making activities or other trading activities. See "Plan of Distribution" in this prospectus.

This prospectus contains summaries we believe to be accurate of certain documents, but reference is made to the actual documents for complete information. All such summaries are qualified in their entirety by such reference.

You should rely only on the information contained in, or incorporated by reference into, this prospectus. We have not authorized anyone to give any information or to make any representations, other than those contained or incorporated by reference in this prospectus, in connection with any offer made by this prospectus. If anyone provides you with different or inconsistent information, you should not rely on it.

You should not assume that the information appearing in this prospectus is accurate as of any date other than the date on the front cover of this prospectus. The business, financial condition, results of operations and prospects of Sonoco Products Company may have changed since that date.

### WHERE YOU CAN FIND MORE INFORMATION AND INCORPORATION BY REFERENCE

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission ("SEC"). Our SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov>. We also make these filings available free of charge on our website, [www.sonoco.com](http://www.sonoco.com), as soon as reasonably practical after electronic filing of such material with the SEC. Please note that the SEC's website ([www.sec.gov](http://www.sec.gov)) and our website ([www.sonoco.com](http://www.sonoco.com)) are included in this prospectus as inactive textual references only. Neither the information contained on the SEC's website

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nor the information contained on our website is incorporated by reference into this prospectus and such information should not be considered to be part of this prospectus. You may also read and copy any document we file with the SEC at its public reference facility at 450 Fifth Street, N. W., Washington, D.C. 20549. You can also obtain copies of the documents at prescribed rates by writing to the Public Reference Room of the SEC at the address above. You may call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facility. Our SEC filings are also available at the office of the New York Stock Exchange, 20 Broad Street, 7th Floor, New York, New York 10005. For further information on obtaining copies of our public filings at the New York Stock Exchange, you should call (212) 656-5060.

We "incorporate by reference" into this prospectus certain information we file with the SEC, which means that we can disclose important business and financial information to you by referring you to those documents without delivering them to you with this prospectus. The information incorporated by reference is an important part of this prospectus, and information that we subsequently file with the SEC will automatically update and supercede information in this prospectus and in our other filings with the SEC. We incorporate by reference the documents listed below, which we have already filed with the SEC, and any future filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") until all securities covered by this prospectus have been exchanged and all conditions to the consummation of the exchange offer have been satisfied. We incorporate by reference:

- o our annual report on Form 10-K for the fiscal year ended December 31, 2003;
- o our quarterly reports on Form 10-Q for the fiscal quarters ended March 28, 2004, June 27, 2004 and September 26, 2004; and
- o our current reports on Form 8-K, filed on June 16, 2004 and October 15, 2004.

We will provide you free copies of these filings, other than exhibits to filings unless the exhibits are specifically incorporated by reference into a filing, if you write or call us at:

Sonoco Products Company  
Attn: Charles J. Hupfer, Vice President,  
Chief Financial Officer and Secretary  
One North Second Street  
P.O. Box 160  
Hartsville, South Carolina 29551-0160  
Telephone: (843) 383-7000.

To obtain timely delivery of this information, you must request it no later than five business days before , 2004, the expiration date of the exchange offer.

In addition, while any old notes remain outstanding, we will make available, upon request, to any holder and any prospective purchaser of old notes the information required pursuant to Rule 144A(d)(4) under the Securities Act during any period in which we are not subject to Section 13 or 15(d) of the Securities Exchange Act.

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### FORWARD-LOOKING STATEMENTS

This offering memorandum includes and incorporates by reference "forward-looking statements" within the meaning of the securities laws. All statements that are not historical in nature, are intended to be, and are hereby identified as "forward-looking statements." The words "estimate," "project," "intend," "expect," "believe," "plan," "anticipate," "objective," "goal," "guidance," and similar expressions identify forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding offsetting high raw material costs, adequacy of income tax provisions, refinancing of debt, adequacy of cash flows, effects of acquisitions and dispositions, adequacy of provisions for environmental liabilities, financial strategies and the results expected from them, and producing improvements in earnings.

These forward-looking statements are based on current expectations, estimates and projections about our industry, management's beliefs, and assumptions made by management. Such information includes, without limitation, discussions as to estimates, expectations, beliefs, plans, strategies, and objectives concerning our future financial and operating performance. These statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results may differ materially from those expressed or forecasted in such forward-looking statements. The risks and uncertainties include, without limitation:

- o availability and pricing of raw materials;
- o success of new product development and introduction;
- o ability to maintain or increase productivity levels;
- o international, national and local economic and market conditions;
- o fluctuations of obligations and earnings of pension and postretirement benefit plans;
- o ability to maintain market share;
- o pricing pressures and demand for products;
- o continued strength of our paperboard-based engineered carriers and composite can operations;
- o anticipated results of restructuring activities;
- o resolution of income tax contingencies;
- o ability to successfully integrate newly acquired businesses into the Company's operations;
- o currency stability and the rate of growth in foreign markets;
- o use of financial instruments to hedge foreign exchange, interest rate and commodity price risk;
- o actions of government agencies;

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- o loss of consumer confidence; and
- o economic disruptions resulting from terrorist activities.

We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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PROSPECTUS SUMMARY

This summary contains basic information about us and the exchange offer. Because it is a summary, it does not contain all of the information that you should consider in connection with the exchange offer. You should read this entire prospectus carefully, including the section entitled "Risk Factors" and our financial statements and the notes thereto, which are incorporated into this prospectus by reference. In this prospectus, unless the context requires otherwise, references to "Sonoco," "the Company," "our company," "we," "us" and "our" refer to Sonoco Products Company and its subsidiaries.

Sonoco Products Company

We are a South Carolina corporation founded in Hartsville, South Carolina in 1899. We are a major global manufacturer of paperboard-based and other industrial and consumer packaging products. Our principal executive offices are located at One North Second Street, P. O. Box 160, Hartsville, South Carolina 29551-0160. Our telephone number is (843) 383-7000.

The Exchange Offer

On June 23, 2004, we completed an offering of \$150,000,000 aggregate principal amount of our 5.625% notes due 2016 in a transaction exempt from registration under the Securities Act. Unless otherwise specified or unless the context requires otherwise, in this prospectus, we refer to the notes sold to the initial purchasers as the old notes and we refer to the offer and sale of the old notes as the offering. We used the net proceeds from the offering to repay a portion of amounts outstanding under our commercial paper facility. In connection with the offering, we entered into a registration rights agreement with the initial purchasers of the old notes in which we agreed to commence this exchange offer. Accordingly, you may exchange your old notes for new notes that have been registered under the Securities Act and have substantially the same terms as the old notes. Unless otherwise specified or unless the context requires otherwise, in this prospectus, we refer to the old notes and the new notes together as the notes. The following summary of the exchange offer is not complete. For a more complete description of the terms of the exchange offer, see "The Exchange Offer" in this prospectus.

Securities Offered .....	\$150,000,000 aggregate principal amount of notes due 2016, all of which have been registered under the Securities Act. The terms of the new notes under the exchange offer are substantially identical to the old notes, except that the transfer restrictions and limited exceptions described in this prospectus and additional interest provisions relating to the old notes do not apply to the new notes, and holders of the old notes will not be entitled to registration rights.
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the registration rights agreement.

The Exchange Offer.....

We are offering to issue registered new notes for a like principal amount and like denominated old notes. We are offering these new registered notes to satisfy certain of our obligations under the registration rights agreement that we entered into with the purchasers of the old notes. You may tender outstanding old notes for exchange by following the procedures described under the heading "The Exchange Offer."

1

Expiration Date; Tenders; Withdrawal.....

The exchange offer will expire at 5:00 p.m. on \_\_\_\_\_, 2004, unless we do not currently intend to extend the expiration date. You may withdraw any old notes that you tendered any time prior to the expiration date of the offer. We will accept any and all old notes tendered and not validly withdrawn before the expiration date. See "Terms of The Exchange Offer--Tendering Old Notes" and "--Withdrawals of Old Notes" for a more complete description of the withdrawal period.

Procedures for Tendering Old Notes.....

If you wish to accept the exchange offer,

- o complete, sign and date the accompanying transmittal, or a facsimile of the letter of transmittal according to the instructions in this prospectus and the letter of transmittal;
- o mail or otherwise deliver the letter of transmittal, a facsimile of the letter of transmittal, and the old notes and any other required documents to the exchange agent at the address indicated on page 10 of the letter of transmittal; or
- o if you hold old notes through The Depository Trust Company, or DTC, and wish to participate in the exchange offer, you must comply with the Tender Offer Program procedures of DTC. You will agree to be bound by the letter of transmittal.

See "Terms of the Exchange Offer -- Procedures for Tendering Old Notes," and "-- Book Entry Transfer" for an explanation of these procedures.

By signing, or agreeing to be bound by the letter of transmittal, you will represent to us that you understand the following things:

- o any new notes that you receive will be issued in the ordinary course of your business;
- o you have no intent to participate in, or to enter into any arrangement or understanding with any person to participate in, a distribution of



- o if you are a broker-dealer, or are participating in an exchange offer for the purpose of disposing of old notes, that you will comply with the prospectus delivery requirements of the Exchange Act and
- o you are not our "affiliate," as defined in the Securities Act, or, if you are an affiliate, you will comply with any applicable registration requirements and prospectus delivery requirements of the Exchange Act.

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Special Procedures for Beneficial Owners.....	If you are a beneficial owner of old notes registered in the name of a broker, dealer, trust company or other nominee and you wish to tender old notes in the exchange offer, you should instruct the registered holder promptly and instruct the registered holder to tender on your behalf. If you wish to tender on your behalf, you must, prior to completing and delivering your letter of transmittal and delivering your old notes, make appropriate arrangements to register your old notes in your name or obtain a proper assignment of power from the registered holder. The transfer of ownership may take considerable time and it may not be possible to complete the transfer before the exchange offer is completed.
Guaranteed Delivery Procedures.....	If you wish to tender your old notes and the notes are not immediately available or you cannot deliver your old notes, the letter of transmittal or other documents required by the letter of transmittal cannot comply with the applicable procedure for the Automated Tender Offer Program before the exchange offer, you must tender your old notes according to the delivery procedures set forth in this prospectus under "Terms of The Exchange Offer-- Guaranteed Delivery Procedures."
Certain United States Federal Income Tax Consequences .....	Your exchange of old notes for new notes pursuant to the exchange offer will not result in any gain for United States federal income tax purposes. See the United States Federal Income Tax Consequences section of the prospectus.
Use of Proceeds.....	We will not receive any proceeds from the exchange offer pursuant to the exchange offer.
Exchange Agent.....	The Bank of New York is serving as exchange agent in connection with the exchange offer. The address and number of the exchange agent are set forth in the prospectus captioned "The Exchange Offer -- Exchange Agent" of the prospectus.
Shelf Registration.....	If applicable interpretations of the staff of the SEC permit us to effect the exchange offer, if the exchange offer is not completed within the time required by the rights agreement, or upon the request of the issuer, we will register old notes under certain circumstances, we will file, and use our reasonable best efforts to

effective, a shelf registration statement under the Securities Act that would cover resales of the New Notes. "Description of the New Notes-- Registration of the New Notes-- Additional Interest" in this prospectus.

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Consequences of Your Failure to Exchange Your Old Notes.....

Old notes that are not exchanged in the exchange offer will continue to be subject to the restrictions on resale described in the legend on the old notes in the indenture. In general, you may offer or sell old notes only if they are registered under, or exempt from, an exemption from registration under, the Securities Act or applicable state securities laws. We do not intend to register the old notes under the Securities Act. If old notes are not tendered and accepted in the exchange offer, it may become more difficult for you to transfer your old notes. See "Risk Factors-- Risks Related to the Exchange Offer and the Notes-- If you do not exchange your old notes, the present transaction will remain in force and the market price of the old notes could decline."

Consequences of Exchanging Your Old Notes.....

Based on interpretations of the staff of the SEC in several no-action letters issued to other parties, we believe that you may offer for sale or otherwise transfer the new notes that you receive in the exchange offer without further compliance with the registration and prospectus delivery requirements of the Securities Act if:

- o you are acquiring the new notes in the course of your business;
- o you are not engaging in and do not intend to make a distribution of the new notes;
- o you have no arrangement or understanding with any person to participate in the distribution of the new notes; and
- o you are not our "affiliate," as defined in Rule 144 under the Securities Act.

See "The Exchange Offer-- Resale of the New Notes"

If any of these conditions are not satisfied, you may not issue any new notes issued to you in the exchange offer without delivering a proper prospectus or without obtaining a registration exemption, you may incur liability under the Securities Act. We will not be responsible for any liability you incur against, any liability you incur.

If you are a broker-dealer and you will receive new notes in your own account in exchange for old notes, you may be acting as a result of market-making activities or other activities, you will be required to acknowledge and deliver a prospectus in connection with a

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notes. See "Plan of Distribution" for a d  
prospectus delivery obligations of broker  
exchange offer.

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No Dissenters' Rights..... As a holder of old notes, you do not have  
dissenters' rights. See "Terms of the Ex  
General."

The New Notes

The following summary of the terms of the new notes is not complete.  
For a more detailed description of the new notes, see "Description of the New  
Notes" in this prospectus.

Issuer..... Sonoco Products Company.

Notes Offered..... \$150,000,000 aggregate principal amount o  
Notes due 2016.

Maturity Date..... June 15, 2016.

Interest Payment Dates..... June 15 and December 15 commencing Decemb  
2004.

Ranking..... The new notes will constitute our unsecur  
unsubordinated obligations and will rank:

- o equally with our existing and future  
unsubordinated indebtedness that is n  
our subsidiaries;
- o senior to any of our future subordina
- o junior to our secured indebtedness to  
collateral securing that indebtedness
- o effectively junior to our indebtednes  
guaranteed by subsidiaries with respe  
and earnings of those subsidiaries; a
- o effectively junior to all existing an  
indebtedness and other liabilities, i  
payables, of all of our subsidiaries.

As of September 26, 2004:

- o we and our consolidated subsidiaries  
(including short-term debt) of \$927.4
- o we had \$70.7 million of secured indeb  
outstanding and \$856.7 million of uns  
unsubordinated indebtedness outstandi

- o our subsidiaries had \$50.9 million of (excluding amounts payable to affiliates) \$340.6 million of other liabilities including trade payables and deferred liabilities.

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Optional Redemption..... We may redeem some or all of the new notes whole or in part, in cash, at a redemption price of the greater of (i) 100% of the principal amount to be redeemed or (ii) the sum of the present value of the remaining scheduled payments of principal on the new notes to be redeemed discounted to the redemption date at the then current Treasury Rate (adjusted for inflation plus 15 basis points, together with, in either case, accrued and unpaid interest to the date of redemption. "Description of the New Notes --- Optional Redemption"

Basic Covenants..... We will issue the new notes under an indenture, among other things, limits our ability of our subsidiaries to:

- o create liens; and
- o enter into sale and leaseback transactions.

These covenants are subject to important exceptions. For detail, see "Description of the New Notes --- Basic Covenants" in this prospectus.

Form and Denomination..... The new notes will be issued in denominations of any integral multiple of \$1,000.

The new notes will be represented by one or more securities in fully registered, book-entry form. Interest coupons, will be deposited with the issuer as custodian for The Depository Trust Company ("Depository") and will be registered in the name of the Depository or another nominee designated by the issuer in limited circumstances.

Ratings..... Standard & Poor's Rating Service has assigned a rating of A- and Moody's Investors Service assigned the new notes a rating of A3. Ratings agencies do not give any assurance that the ratings will remain in effect for any time period or that they will not be revised or withdrawn by the ratings agencies.

RATIO OF EARNINGS TO FIXED CHARGES

The following table shows our ratio of earnings to fixed charges for the periods indicated:

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	Nine Months Ended September 26		Years Ended Dec	
	2004	2003	2002	2001
	---	----	----	----
Ratio of Earnings to Fixed Charges 1.....	4.40x	2.63x	3.73x	3.39x
Pro forma Ratio of Earnings to Fixed Charges 2...	4.09x	2.39x	N/A	N/A

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- 1 2003, 2002, 2001 and 2000 ratios reflect net pretax charges for restructuring costs of approximately \$50 million, \$10 million, \$51 million and \$5 million, respectively. The ratio for the nine months ended September 26, 2004 reflects net pretax charges for restructuring costs of approximately \$8 million.
- 2 The pro forma ratios reflect the change in interest expense and bond discount amortization due to the application of the proceeds of the \$150,000,000 offering of old notes that was completed June 23, 2004.

For purposes of these calculations, "earnings" consist of income before income taxes, fixed charges and amortization of capitalized interest, less capitalized interest. "Earnings" does not include gains or losses on assets held for sale. "Fixed charges" consist of interest on all indebtedness, capitalized interest, amortization of bond discounts and the portion of rental expense considered to be representative of the interest factor.

Risk Factors

You should consider carefully all of the information included or incorporated by reference into this prospectus and, in particular, the information under the heading "Risk Factors" beginning on page 8 in connection with the exchange offer and an exchange of old notes for new notes.

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RISK FACTORS

You should carefully consider the following risks and other information contained in this prospectus, together with all of the other information incorporated by reference into this prospectus, before deciding to exchange your old notes for new notes. If any of the following risks or uncertainties actually occurs, our business, financial condition and operating results could be materially adversely affected.

Risks Relating to the Exchange Offer and the Notes

If you choose not to exchange your old notes, the present transfer restrictions will remain in force and the market price of your old notes could decline.

If you do not exchange your old notes for new notes under the exchange

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offer, then you will continue to be subject to the transfer restrictions on the old notes as set forth in the offering memorandum distributed in connection with the private offering of the old notes. In general, the old notes may not be offered or sold unless they are registered or exempt from registration under the Securities Act and applicable state securities laws. Except as required by the registration rights agreement, we do not intend to register resales of the old notes under the Securities Act. You should refer to the section of this prospectus entitled "Terms of The Exchange Offer" for information about how to tender your old notes.

You must comply with the exchange offer procedures in order to receive freely tradable new notes.

Delivery of the new notes in exchange for the old notes tendered and accepted for exchange pursuant to the exchange offer will be made only after timely receipt by the exchange agent of the documents described under "Terms of the Exchange Offer -- Procedures for Tendering Old Notes."

Therefore, holders of the old notes who would like to tender the old notes in exchange for new notes should be sure to allow enough time for the necessary documents to be delivered on time. We are not required to notify you of defects or irregularities in tenders of old notes for exchange. Old notes that are not tendered or that are tendered but that we do not accept for exchange will, following consummation of the exchange offer, continue to be subject to the existing transfer restrictions under the Securities Act and will no longer have the registration and other rights under the registration rights agreement. See "Terms of the Exchange Offer -- Procedures for Tendering Old Notes."

Some holders who exchange their old notes may be deemed to be underwriters and these holders will be required to comply with the registration and prospectus delivery requirements in connection with any resale transaction.

If you exchange your old notes in the exchange offer for the purpose of participating in a distribution of the new notes, you may be deemed to have received restricted securities. If you are deemed to have received restricted securities or if you are our "affiliate" as defined in Rule 405 of the Securities Act of 1933, you will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction. See "The Exchange Offer - Resale of the New Notes."

If an active trading market does not develop for the new notes, you may not be able to resell them.

Prior to this offering, there was no public market for the new notes and we cannot assure you that an active trading market will develop for the new notes. If no active trading market develops, you may not be able to resell your new notes at their fair market value or at all. Future trading prices of the new notes will depend on many factors, including, among other things, prevailing interest rates, our operating results and the market for similar securities. We do not intend to apply to list the new notes on any securities exchange.

The notes will rank effectively junior in right of payment to all indebtedness

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and other liabilities, including trade payables, of our subsidiaries and junior in right of payment to all of our secured indebtedness.

We conduct very substantial operations, including our international operations, through subsidiaries. Our subsidiaries are not guaranteeing the new notes. In the event of our bankruptcy or the bankruptcy of any of our subsidiaries, the holders of their liabilities, including guarantees, indebtedness and trade payables, would generally be entitled to payment of their claims from the assets of the affected subsidiaries before those assets were made available for distribution to us. As a result, the claims of holders of the new notes as well as claims of holders of the old notes will rank effectively junior to the claims of all of the creditors of our subsidiaries, including trade creditors and holders of guaranteed debt. If any indebtedness of our subsidiaries were to be accelerated, we cannot assure you that the assets of the subsidiaries remaining after payment of such indebtedness and other liabilities would be sufficient to repay our indebtedness in full, including the notes. As of September 26, 2004, our subsidiaries had \$50.9 million of their own indebtedness (excluding amounts payable to affiliated entities) and \$340.6 million of other liabilities outstanding including trade payables and deferred income tax liabilities. Subject to the restrictions set forth in our debt instruments, our subsidiaries may be able to incur significant additional indebtedness in the future.

The new notes will rank junior in right of payment to all of our secured indebtedness to the extent of the collateral securing that indebtedness. As of September 26, 2004, we had \$70.7 million in secured indebtedness. Subject to the restrictions set forth in our debt instruments, including the indenture, we may be able to incur significant additional secured indebtedness in the future.

### Risks Relating to Our Business

Conditions in foreign countries where we operate may reduce our earnings.

We have operations throughout North and South America, Europe and Asia with facilities in 32 countries serving customers in 85 countries. In 2003, approximately 33% of our sales came from operations and sales outside of the United States. Accordingly, our revenues and net income may be adversely affected by economic conditions, political situations and changing laws and regulations in foreign countries, as to which we have no control.

Foreign exchange rate fluctuations may reduce our earnings.

As a result of operating globally, we are exposed to market risk from changes in foreign exchange rates. We monitor these exposures and have occasionally used currency swaps and forward foreign exchange contracts to hedge a portion of the net investment in foreign subsidiaries, foreign currency assets and liabilities, or forecasted transactions denominated in foreign currencies. Nonetheless, to the extent we have unhedged positions or our hedging procedures do not work as planned, fluctuating currencies could reduce our revenues and income. Our financial performance is directly affected by exchange rates because the results of operations and the assets and liabilities of our foreign operations which are recorded in local currencies are translated into U. S. dollars for financial reporting purposes.

We may encounter difficulties arising from integrating acquisitions, restructuring our operations or closing or disposing of facilities.

We have completed acquisitions, closed higher cost facilities, sold non-core assets, and otherwise restructured our operations in an effort to

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improve our cost competitiveness and profitability. Some of these activities are ongoing, and we cannot guarantee that any such activities will not divert the attention of management or disrupt our ordinary operations or those of our subsidiaries. Moreover, our production capacity or the actual amount of products we produce may be reduced as a result of these activities.

We have made numerous acquisitions in recent years, are currently involved in a number of acquisitions and are actively seeking new acquisitions that we believe provide meaningful opportunities in industrial and consumer markets. Acquired businesses may not achieve the levels of revenue, profit or productivity or otherwise perform as we expect.

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Acquisitions also involve special risks, including, without limitation, the potential assumption of unanticipated liabilities and contingencies and difficulties in integrating acquired businesses. While we believe that our acquisitions will improve our competitiveness and profitability, we can give no assurance that acquisitions will be successful or accretive to earnings.

We are subject to environmental regulations and liabilities that could weaken our operating results.

Federal, state, provincial, foreign and local environmental requirements, particularly those relating to air and water quality, are a significant factor in our business. In the past we have had, and in the future may face, environmental liability for the costs of remediating soil or water that is or was contaminated by us or a third party at various sites which are now or were previously owned or operated by us. Legal proceedings may result in the imposition of fines or penalties as well as mandated remediation programs that require substantial, and in some instances, unplanned capital expenditures. There also may be similar liability at sites with respect to which either we have received, or in the future may receive, notice that we may be a potentially responsible party and which are the subject of cleanup activity under the Comprehensive Environmental Response, Compensation and Liability Act, analogous state laws and other laws concerning hazardous substance contamination.

We have incurred in the past and may incur in the future, fines and penalties relating to environmental matters and costs relating to the damage of natural resources, lost property values and toxic tort claims. We have made expenditures to comply with environmental regulations and expect to make additional expenditures in the future. As of September 26, 2004, we had approximately \$4.7 million reserved for environmental liabilities. However, we could incur additional expenditures due to changes in law or the discovery of new information, and those expenditures could have a material adverse effect on our net income and liquidity.

Raw materials price increases may reduce our net income.

Many of the raw materials we use are commodities purchased from third parties. Principal examples are recovered paper, resin, steel and aluminum. Prices of these commodities are subject to substantial fluctuations which are beyond our control and can adversely affect our profitability. Even though many of our long term contracts with buyers of our products permit limited price adjustments to reflect increased raw material costs and even though we may increase our prices in an effort to offset increases in raw materials costs, such adjustments may not occur quickly enough or be sufficient to prevent a



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material adverse effect on our net income and cash flow.

Energy price increases may reduce our net income.

Our manufacturing operations require the use of substantial amounts of electricity and natural gas. These are subject to significant price fluctuations as the result of changes in overall supply and demand. Increases in energy costs can materially adversely affect our net income and cash flow.

### SONOCO PRODUCTS COMPANY

We are a South Carolina corporation founded in Hartsville, South Carolina in 1899. We are a major global manufacturer of paperboard-based and other industrial and consumer packaging products. We are also vertically integrated into paperboard production and recovered paper collection, which means that the paperboard used in our packaging products is produced substantially from recovered paper our subsidiaries collect. We operate an extensive network of plants in the United States and have subsidiaries in Asia, Europe, Canada, Mexico, South America, Australia, and New Zealand, and affiliates in numerous locations around the world. We have made a number of recent acquisitions, and we expect to continue acquiring additional companies that we believe provide meaningful opportunities in industrial and consumer markets. We may also dispose of operations when we believe that doing so is consistent with our overall goals and strategies.

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### USE OF PROCEEDS

The exchange offer is intended to satisfy some of our obligations under the old notes, the indenture and the registration rights agreement. We will not receive any cash proceeds from the issuance of the new notes. In consideration for issuing the new notes as contemplated in this prospectus we will receive in exchange old notes in like principal amount. The old notes surrendered in exchange for the new notes will be retired and cancelled and cannot be reissued. Accordingly, the issuance of the new notes will not result in any increase in our outstanding indebtedness or change in our capitalization.

Our net proceeds from the offering and sale of the old notes, which do not include accrued interest on the old notes, were approximately \$148.7 million, after deducting related fees and expenses of the offering and the discount payable to the initial purchasers. We used these net proceeds to repay \$148.7 million outstanding under our commercial paper facility, which had \$108 million of borrowings outstanding at June 27, 2004 and a weighted average interest rate of 1.10% at June 27, 2004 and an average maturity of three days.

### SELECTED CONSOLIDATED FINANCIAL DATA

The following selected financial data for each of the five years in the period ended December 31, 2003 have been derived from our consolidated financial statements, which have been audited by PricewaterhouseCoopers LLP, independent registered public accounting firm. The financial data as of September 26, 2004 and September 28, 2003, and each of the periods then ended, have been derived from our unaudited condensed consolidated financial statements which include, in the opinion of management, all adjustments, consisting of normal recurring

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adjustments, necessary to present fairly our results of operations and financial position for the periods and at the dates presented. This data should be read in conjunction with our audited and unaudited financial statements, including the notes thereto, incorporated herein by reference.

	As of and			for the
	for the Nine months Ended			
	September 26, 2004	September 28, 2003	2003	2002
	-----	-----	----	----
Earnings Data 1:				
Net sales .....	\$2,270,435	\$2,028,362	\$2,758,326	\$2,701,419
Income from continuing operations 2, 3 .....	116,235	59,140	78,178	125,468
Net income 4 .....	116,235	65,531	138,949	135,316
Consolidated Balance Sheet Data (period end):				
Total assets .....	2,878,476	2,493,301	2,520,633	2,436,439
Total debt .....	927,436	775,929	674,587	833,846
Shareholders' equity .....	1,078,642	913,153	1,014,160	867,425
Per Share Data:				
Net income per share .....	\$ 1.19	\$ 0.68	\$ 1.44	\$ 1.40
Cash dividends per share .....	\$ 0.65	\$ 0.63	\$ 0.84	\$ 0.83

- 1 Earnings data for fiscal years 1999 through 2002 has been restated to reclassify the High Density Film business, which was sold in 2003, as discontinued operations.
- 2 Data for the nine months ended September 26, 2004 reflects net charges of \$8,244 pretax (\$6,524 after tax) for restructuring costs. Data for the nine months ended September 28, 2003 reflects net charges of \$33,135 pretax (\$24,211 after tax and minority interest) for restructuring costs. Fiscal year 2003 data reflects net charges of \$50,056 pretax (\$35,329 after tax) for restructuring costs for consolidated subsidiaries and \$1,455 after tax for restructuring costs related to affiliates/minority interest in subsidiaries. Fiscal year 2002 data reflects net charges of \$10,409 pretax (\$6,663 after tax) for restructuring costs. Fiscal year 2001 data reflects net charges of \$51,175 pretax (\$49,028 after tax) for the net gain from legal settlements, corporate-owned life insurance (COLI) and restructuring costs for consolidated subsidiaries and \$6,591 after tax for restructuring

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- costs related to affiliates/minority interest in subsidiaries. Fiscal year 2000 data reflects net charges of \$5,543 pretax (\$1,372 after tax) for the net gain on the sales of divested businesses, restructuring costs and executive severance charges. Fiscal year 1999 data reflects the gain on the sale of divested businesses of \$(3,500).
- 3 The provision for income taxes in fiscal years 2001 and 2000 include \$14,613 and \$12,000, respectively for COLI.
  - 4 Net income for fiscal year 2003 reflects the gain on the sale of the High Density Film business of \$(63,112) pretax (\$(49,433) after tax).

THE EXCHANGE OFFER

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### Purpose and Effect of the Exchange Offer

Pursuant to a purchase agreement dated June 16, 2004 between us and Banc of America Securities LLC and Deutsche Bank Securities Inc., as representatives on behalf of the initial purchasers named in the purchase agreement, we sold \$150,000,000 aggregate principal amount of old notes. Throughout this prospectus, we refer to Banc of America Securities LLC and Deutsche Bank Securities Inc. and the other initial purchasers of old notes collectively as the initial purchasers. As a condition to the initial sale of the old notes, we and the initial purchasers entered into a registration rights agreement dated as of June 23, 2004. Pursuant to the registration rights agreement, we agreed to:

- o file with the SEC no later than October 21, 2004 a registration statement under the Securities Act of 1933 (the "Securities Act") relating to an offer to exchange the old notes for the new notes;
- o use our reasonable best efforts to cause the registration statement to become effective under the Securities Act no later than December 20, 2004, and to keep the exchange offer open for at least 20 business days;
- o use our reasonable best efforts to keep the exchange offer registration statement effective until the closing of the exchange offer;
- o use our reasonable best efforts to cause the exchange offer to be completed not later than January 19, 2005; and
- o under certain circumstances, file a shelf registration statement with the SEC under the Securities Act within the time specified by the registration rights agreement.

We agreed to issue and exchange the new notes for all old notes validly tendered and not validly withdrawn before the expiration of the exchange offer. A copy of the registration rights agreement is filed as an exhibit to the registration statement that includes this prospectus. The registration statement is intended to satisfy some of our obligations under the registration rights agreement and the purchase agreement.

The term "holder" with respect to the exchange offer means any person in whose name old notes are registered on the trustee's books or any other person who has obtained a properly completed bond power from the registered holder, or any person whose old notes are held of record by DTC who desires to deliver the old notes by book-entry transfer at DTC.

### Resale of the New Notes

We believe that you will be allowed to resell the new notes to the public without registration under the Securities Act, and without delivering a prospectus that satisfies the requirements of Section 10 of the Securities Act, if you can make the representations set forth below under "Terms of the Exchange Offer -- Procedures for Tendering Old Notes." However, if you intend to participate in a distribution of the new notes, or you are our "affiliate," as defined in Rule 405 of the Securities Act, you must comply with the registration requirements of the Securities Act and deliver a prospectus, unless an exemption from registration is otherwise available to you. You must represent to us in the letter of transmittal accompanying this prospectus that you meet the conditions exempting you from the registration requirements.

We base our view on interpretations by the staff of the SEC in no-action letters issued to other issuers in exchange offers like ours. However, we have not asked the staff of the SEC for a no-action letter relating to this particular exchange offer and we do not intend to do so. Therefore, you cannot be sure that the staff of the SEC will treat this exchange offer in the same way it has treated other exchange offers in the past. A broker-dealer that has bought old notes for market-making or other trading activities has to deliver a prospectus in order to resell any new notes it receives for its own account in the exchange. This prospectus may be used by a broker-dealer to resell any of its new notes. See "Plan of Distribution" in this prospectus for more information regarding broker-dealers.

The exchange offer is not being made to, nor will we accept surrenders for exchange from, holders of old notes in any jurisdiction in which the exchange offer or the acceptance of the exchange offer would not be in compliance with the securities or blue sky laws of such jurisdiction.

Exchange Agent

We have appointed The Bank of New York as the exchange agent for the exchange offer. Questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal and requests for notices of guaranteed delivery should be directed to the exchange agent at the following address:

The Bank of New York  
101 Barclay Street  
Reorganization Unit - Floor 7E  
New York, New York 10286  
Attn: \_\_\_\_\_  
Tel: \_\_\_\_\_  
Fax: \_\_\_\_\_

TERMS OF THE EXCHANGE OFFER

General

Based on the terms and conditions set forth in this prospectus and in the accompanying letter of transmittal, we will accept for exchange any and all old notes validly tendered and not validly withdrawn before the expiration date.

Subject to the minimum denomination requirements of the new notes, we will issue \$1,000 principal amount of new notes in exchange for each \$1,000 principal amount of outstanding old notes validly tendered pursuant to the exchange offer and not validly withdrawn before the expiration date. Holders may tender some or all of their old notes pursuant to the exchange offer. However, old notes may be tendered only in principal amounts that are integral multiples of \$1,000.

The form and terms of the new notes are substantially identical to the form and terms of the old notes except that:

- o the new notes will be registered under the Securities Act and, therefore, the new notes will not bear legends restricting the transfer of the new notes, and
- o holders of the new notes will not be entitled to any of the

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registration rights of holders of old notes under the registration rights agreement, or to the additional interest provisions of the registration rights agreement.

The new notes will evidence the same indebtedness as the old notes and will be issued under, and be entitled to the benefits of, the same indenture that governs the old notes. As a result, both the new notes and the old notes will be treated as a single series of debt securities under the indenture. The exchange offer does not depend on any minimum aggregate principal amount of old notes being surrendered for exchange.

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As of the date of this prospectus, \$150,000,000 aggregate principal amount of the old notes is outstanding, all of which is registered in the name of Cede & Co., as nominee for DTC. Solely for reasons of administration, we have fixed the close of business on \_\_\_\_\_, 2004 as the record date for the exchange offer for purposes of determining the persons to whom we will initially mail this prospectus and the letter of transmittal. There will be no fixed record date for determining holders of the old notes entitled to participate in the exchange offer.

As a holder of old notes, you do not have any appraisal or dissenters' rights or any other right to seek monetary damages in court under the South Carolina Business Corporation Act, as amended, or the indenture governing the notes. We intend to conduct the exchange offer in accordance with the provisions of the registration rights agreement, the applicable requirements of the Securities Act, the Exchange Act, and the related rules and regulations of the SEC. Old notes that are not surrendered for exchange in the exchange offer will remain outstanding, interest on those notes will continue to accrue and the holders will continue to be entitled to the rights and benefits the holders have under the indenture, except for any rights under the registration rights agreement that by their terms terminate upon consummation of the exchange offer.

We will be deemed to have accepted validly surrendered old notes if and when we give oral or written notice of our acceptance to The Bank of New York, which is acting as the exchange agent. The exchange agent will act as agent for the tendering holders of old notes for the purpose of receiving the new notes from us and delivering exchange notes to the holders.

If you surrender old notes in the exchange offer, you will not be required to pay brokerage commissions or fees. In addition, subject to the instructions in the letter of transmittal, you will not have to pay transfer taxes for the exchange of old notes. We will pay all charges and expenses in connection with the exchange offer, other than certain applicable taxes described below under "-- Fees and Expenses."

We are not required to obtain any state or federal regulatory approvals in connection with the exchange offer.

Expiration Date; Extensions; Amendments

The "expiration date" means 5:00 p.m., New York City time, on \_\_\_\_\_, 2004, unless we extend the exchange offer, in which case the expiration date is the latest date and time to which we extend the exchange offer.

In order to extend the exchange offer, we will:

- o notify the exchange agent of any extension by oral or written

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communication; and

- o issue a press release or other public announcement, which will report the approximate number of old notes deposited, before 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date.

During any extension of the exchange offer, all old notes previously surrendered and not withdrawn will remain subject to the exchange offer.

We reserve the right:

- o to delay accepting any old notes (in the event that the terms of the exchange offer are materially altered and the exchange offer is extended),
- o to amend the terms of the exchange offer in any manner,
- o to extend the exchange offer, or

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- o if, in the opinion of our counsel, the consummation of the exchange offer would violate any law or interpretation of the staff of the SEC, to terminate or amend the exchange offer by giving oral or written notice to the exchange agent.

Any delay in acceptance, extension, termination or amendment will be followed as soon as practicable by a press release or other public announcement. If we amend the exchange offer in a manner that we determine constitutes a material change, we will promptly disclose that amendment in a manner reasonably calculated to inform the registered holders of old notes of the amendment, and we will extend the exchange offer for a period of time that we will determine, depending upon the significance of the amendment and the manner of disclosure to the registered holders, if the exchange offer would have otherwise expired.

We will have no obligation to publish, advertise or otherwise communicate any public announcement that we may choose to make, other than by making a timely release to an appropriate news agency.

In all cases, issuance of the new notes for old notes that are accepted for exchange will be made only after timely receipt by the exchange agent of a properly completed and duly executed letter of transmittal or a book-entry confirmation with an agent's message, in each case, with all other required documents. However, we reserve the absolute right to waive any conditions of the exchange offer, which we, in our reasonable discretion, determine are not satisfied or any defects or irregularities in the surrender of old notes. All conditions of the exchange offer will be satisfied or waived prior to the expiration of the exchange offer. If a waiver constitutes a material change to the exchange offer, we will promptly disclose the waiver in a manner reasonably calculated to inform the holder of old notes of the waiver, and we will extend the exchange offer for at least five business days. If we do not accept any surrendered old notes for any reason set forth in the terms and conditions of the exchange offer or if you submit old notes for a greater principal amount than you want to exchange, we will return the unaccepted or non-exchanged old notes to you, or substitute old notes evidencing the unaccepted or non-exchanged portion, as appropriate. We will deliver new notes to tendering holders of old notes that are accepted for exchange and we will return any old notes that we do not accept for exchange for any reason to their tendering holder promptly after

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expiration or termination of the exchange offer. See the information set forth below under "-- Return of Old Notes."

### Interest on the New Notes

The new notes will accrue cash interest on the same terms as the old notes, that is, at the rate of 5.625% per year, using a 360-day year consisting of twelve 30-day months and payable semi-annually in arrears on June 15 and December 15 of each year. Interest payments will be made to holders of record of the new notes at the close of business on June 1 and December 1, as the case may be, immediately preceding such interest payment dates. Old notes accepted for exchange will not receive accrued interest at the time of exchange. However, each new note will bear interest:

- o from the last interest payment date on which interest was paid on the old note surrendered in exchange for the new note, or
- o from June 23, 2004 if no interest has been paid on the old note.

### Procedures for Tendering Old Notes

If you wish to surrender old notes you must:

- o complete and sign the letter of transmittal or send a timely confirmation of a book-entry transfer of old notes to the exchange agent,
- o have the signatures on the letter of transmittal guaranteed if required by the letter of transmittal, and
- o mail or deliver the required documents to the exchange agent at its address set forth in the letter of transmittal for receipt before the expiration date.

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In addition, either:

- o certificates for old notes must be received by the exchange agent along with the letter of transmittal;
- o a timely confirmation of a book-entry transfer of old notes into the exchange agent's account at DTC, pursuant to the procedure for book-entry transfer described below, must be received by the exchange agent before the expiration date; or
- o you must comply with the procedures described below under "-- Guaranteed Delivery Procedures."

If you do not withdraw your surrender of old notes before the expiration date, it will indicate an agreement between you and us that you have agreed to surrender the old notes, in accordance with the terms and conditions in the letter of transmittal.

The method of delivery of old notes, the letter of transmittal, and all other required documents to the exchange agent is at your election and risk. Instead of delivery by mail, we recommend that you use an overnight or hand delivery service, properly insured, with return receipt requested. In all cases, you should allow sufficient time to assure delivery to the exchange agent before

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the expiration date. Do not send any letter of transmittal or old notes to us. You may request that your broker, dealer, commercial bank, trust company, or nominee effect the above transactions for you.

If you are a beneficial owner of the old notes and you hold those old notes through a broker, dealer, commercial bank, trust company, or other nominee and you want to surrender your old notes, you should contact that intermediary promptly and instruct it to surrender the old notes on your behalf.

Generally, an eligible institution must guarantee signatures on a letter of transmittal unless:

- o you tender your old notes as the registered holder, which term includes any participant in DTC whose name appears on a security listing as the owner of old notes, and the new notes issued in exchange for your old notes are to be issued in your name and delivered to you at your registered address appearing on the security register for the old notes, or
- o you surrender your old notes for the account of an eligible institution.

An "eligible institution" is:

- o a member firm of a registered national securities exchange or of the National Association of Securities Dealers, Inc.,
- o a commercial bank or trust company having an office or correspondent in the United States, or
- o an "eligible guarantor institution" as defined by Rule 17Ad-15 under the Exchange Act.

In each instance, the entity must be a member of one of the signature guarantee programs identified in the letter of transmittal.

If the new notes or unexchanged old notes are to be delivered to an address other than that of the registered holder appearing on the security register for the old notes, an eligible institution must guarantee the signature in the letter of transmittal.

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Your surrender will be deemed to have been received as of the date when:

- o the exchange agent receives a properly completed and signed letter of transmittal accompanied by the old notes, or a confirmation of book-entry transfer of the old notes into the exchange agent's account at DTC with an agent's message, or
- o the exchange agent receives a notice of guaranteed delivery from an eligible institution.

Issuances of new notes in exchange for old notes surrendered pursuant to a notice of guaranteed delivery or letter to similar effect by an eligible institution will be made only against submission of a duly signed letter of



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transmittal, and any other required documents, and deposit of the surrendered old notes, or confirmation of a book-entry transfer of the old notes into the exchange agent's account at DTC pursuant to the book-entry procedures described below.

We will make the determination regarding all questions relating to the validity, form, eligibility, including time of receipt, acceptance, and withdrawal of surrendered old notes, and our determination will be final and binding on all parties.

We reserve the absolute right to reject any and all old notes improperly surrendered. We will not accept any old notes if our acceptance of them would, in the opinion of our counsel, be unlawful. We also reserve the absolute right to waive any conditions of the exchange offer or any defects, irregularities, or conditions of surrender as to any particular old note. Our interpretation of the terms and conditions of the exchange offer, including the instructions in the letter of transmittal, will be final and binding on all parties. Unless waived, you must cure any defects or irregularities in connection with surrenders of old notes within the time we determine. Although we intend to notify holders of defects or irregularities in connection with surrenders of old notes, we are not required to do so, and neither we, the exchange agent, nor anyone else will incur any liability for failure to give that notice. Surrenders of old notes will not be deemed to have been made until any defects or irregularities have been cured or waived.

We have no current plan to acquire any old notes that are not surrendered in the exchange offer or to file a registration statement to permit resales of any old notes that are not surrendered pursuant to the exchange offer. We reserve the right in our sole discretion to purchase or make offers for any old notes that remain outstanding after the expiration date. To the extent permitted by law, we also reserve the right to purchase old notes in the open market, in privately negotiated transactions, or otherwise. The terms of any future purchases or offers could differ from the terms of the exchange offer.

Pursuant to the letter of transmittal, if you elect to surrender old notes in exchange for new notes, you must exchange, assign, and transfer the old notes to us and irrevocably constitute and appoint the exchange agent as your true and lawful agent and attorney-in-fact with respect to the surrendered old notes, with full power of substitution, among other things, to cause the old notes to be assigned, transferred and exchanged. By executing the letter of transmittal, you make the representations and warranties set forth below to us. By executing the letter of transmittal you also promise, on our request, to execute and deliver any additional documents that we consider necessary to complete the transactions described in the letter of transmittal.

By executing the letter of transmittal and surrendering old notes in the exchange offer, you will be representing to us that, among other things (in the following representations "you" includes you or any other person acquiring new notes in the exchange offer through you, whether or not such other person is a holder of old notes):

- o you have full power and authority to tender, exchange, assign, and transfer the old notes surrendered;
- o when we accept the old notes for exchange, we will acquire good title to the old notes being surrendered, free and clear of all security interests, liens, restrictions, charges, encumbrances, conditional sale arrangements, or other obligations relating to their sale or transfer, and not subject to any adverse claim when we accept the old notes;

- o you are acquiring the new notes in the ordinary course of your business;
- o you are not participating in and do not intend to participate in a distribution of the new notes;
- o you have no arrangement or understanding with any person to participate in the distribution of the new notes;
- o you acknowledge and agree that if you are a broker-dealer registered under the Exchange Act or you are participating in the exchange offer for the purpose of distributing the new notes, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a secondary resale of the new notes, and that you cannot rely on the position of the SEC's staff set forth in their no-action letters;
- o you understand that a secondary resale transaction described above and any resales of new notes obtained by you in exchange for old notes acquired by you directly from us should be covered by an effective registration statement containing the selling security holder information required by Item 507 or 508, as applicable, of Regulation S-K of the SEC; and
- o you are not our "affiliate," as defined in Rule 405 under the Securities Act, or, if you are an "affiliate," that you will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable.

If you are a broker-dealer and you will receive new notes for your own account in exchange for old notes that you acquired as a result of market-making activities or other trading activities, you will be required to acknowledge in the letter of transmittal that you may be a statutory underwriter and will deliver a prospectus in connection with any resale of the new notes. See "Plan of Distribution" in this prospectus.

Participation in the exchange offer is voluntary. You are urged to consult your financial advisors in making your decision on whether to participate in the exchange offer.

#### Return of Old Notes

If any old notes are not accepted for any reason described in this prospectus, or if old notes are withdrawn or are submitted for a greater principal amount than you want to exchange, the exchange agent will return the unaccepted, withdrawn, or non-exchanged old notes to you or, in the case of old notes surrendered by book-entry transfer, into an account for your benefit at DTC, unless otherwise provided in the letter of transmittal. The old notes will be returned or credited to an account maintained with DTC as promptly as practicable.

#### Book Entry Transfer

The exchange agent will make a request to establish an account with respect to the old notes at DTC for purposes of the exchange offer within two business days after the date of this prospectus. Any financial institution that is a participant in DTC's system may make book-entry delivery of old notes by

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causing DTC to transfer the old notes into the exchange agent's account at DTC in accordance with DTC's procedures for transfer. To effectively tender notes through DTC, the financial institution that is a participant in DTC will electronically transmit its acceptance through the Automatic Transfer Offer Program. DTC will then edit and verify the acceptance and send an agent's message to the exchange agent for its acceptance. An agent's message is a message transmitted by DTC to the exchange agent stating that DTC has received an express acknowledgment from the participant in DTC tendering the old notes that the participant has received and agrees to execute and be bound by the terms of the letter of transmittal, and that we may enforce this agreement against the participant.

A delivery of old notes through a book-entry transfer into the exchange agent's account at DTC will only be effective if an agent's message or the letter of transmittal with any required signature guarantees and any other

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required documents is transmitted to and received by the exchange agent at its address set forth in the letter of transmittal for receipt before the expiration date unless the guaranteed delivery procedures described below are complied with. Delivery of documents to DTC does not constitute delivery to the exchange agent.

### Guaranteed Delivery Procedures

If you wish to surrender your old notes and (1) your old notes are not immediately available so that you can meet the expiration date deadline, (2) you cannot deliver your old notes or other required documents to the exchange agent before the expiration date, or (3) the procedure for book-entry transfer cannot be completed on a timely basis, you may nonetheless participate in the exchange offer if:

- o you surrender your notes through an eligible institution;
- o before the expiration date, the exchange agent receives from the eligible institution a properly completed and duly executed notice of guaranteed delivery substantially in the form provided by us, by mail, hand delivery or overnight carrier, showing the name and address of the holder, the name(s) in which the old notes are registered, the certificate number(s) of the old notes, if applicable, and the principal amount of old notes surrendered; the notice of guaranteed delivery must state that the surrender is being made by the notice of guaranteed delivery and guaranteeing that, within five New York Stock Exchange trading days after the expiration date, the letter of transmittal, together with the certificate(s) representing the old notes, in proper form for transfer, or a book-entry confirmation with an agent's message, as the case may be, and any other required documents, will be delivered by the eligible institution to the exchange agent; and
- o the properly executed letter of transmittal, as well as the certificate(s) representing all surrendered old notes, in proper form for transfer, or a book-entry confirmation, as the case may be, and all other documents required by the letter of transmittal are received by the exchange agent within five New York Stock Exchange trading days after the expiration date.

Unless old notes are surrendered by the above-described method and

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deposited with the exchange agent within the time period set forth above, we may, at our option, reject the surrender. The exchange agent will send you a notice of guaranteed delivery upon your request if you want to surrender your old notes according to the guaranteed delivery procedures described above.

### Withdrawals of Tenders of Old Notes

You may withdraw your surrender of old notes at any time before the expiration date.

To withdraw old notes surrendered in the exchange offer, the exchange agent must receive a written notice of withdrawal at its address set forth under "The Exchange Offer -- Exchange Agent" before the expiration date. Any notice of withdrawal must:

- o specify the name of the person having deposited the old notes to be withdrawn;
- o identify the old notes to be withdrawn, including the certificate number or numbers, if applicable, and principal amount of the old notes;
- o contain a statement that the holder is withdrawing the election to have the old notes exchanged;
- o be signed by the holder in the same manner as the original signature on the letter of transmittal used to surrender the old notes; and
- o specify the name in which any old notes are to be registered, if different from that of the registered holder of the old notes and, unless the old notes were tendered for the account of an eligible institution, the signatures on the notice of withdrawal must be guaranteed by an eligible institution. If old notes have

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been surrendered pursuant to the procedure for book-entry transfer, any notice of withdrawal must specify the name and number of the account at DTC.

We, in our sole discretion, will make the final determination on all questions regarding the validity, form, eligibility, and time of receipt of notices of withdrawal, and our determination will bind all parties. Any old notes withdrawn will be deemed not to have been validly tendered for purposes of the exchange offer and no new notes will be issued in exchange unless the old notes so withdrawn are validly tendered again. Properly withdrawn old notes may be tendered again by following one of the procedures described above under "-- Procedures for Tendering Old Notes" at any time before the expiration date. Any old notes that are not accepted for exchange will be returned at no cost to the holder or, in the case of old notes surrendered by book-entry transfer, into an account for your benefit at DTC pursuant to the book-entry transfer procedures described above, promptly after withdrawal, rejection of surrender or termination of the exchange offer.

### Additional Obligations

We may be required, under certain circumstances, to file a shelf registration statement. See "Description of the New Notes -- Registration Rights; Additional Interest" in this prospectus. In any event, we are under a

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continuing obligation, to use our reasonable best efforts to keep the registration statement of which this prospectus is a part effective until the closing of the exchange offer, subject to our ability to suspend the effectiveness of any registration statement as described in the registration rights agreement.

### Conditions of the Exchange Offer

Notwithstanding any other term of the exchange offer, or any extension of the exchange offer, we do not have to accept for exchange, or exchange new notes for, any old notes, and we may terminate the exchange offer before acceptance of the old notes, if:

- o any statute, rule, or regulation has been enacted or any action has been taken or threatened by any court or governmental authority that, in our reasonable judgment, seeks to or would prohibit, restrict, or otherwise render consummation of the exchange offer illegal; or
- o any change, or any development that would cause a change, in our business or financial affairs has occurred that, in our reasonable judgment, might materially impair our ability to proceed with the exchange offer or that would materially impair the contemplated benefits to us of the exchange offer (these benefits being the satisfaction of our obligations under the registration rights agreement to issue and exchange the new notes for the old notes as described above under "The Exchange Offer -- Purpose and Effect of the Exchange Offer"); or
- o a change occurs in the current interpretations by the staff of the SEC that, in our reasonable judgment, might materially impair our ability to proceed with the exchange offer.

If we, in our reasonable discretion, determine that any of the above conditions exists, we may:

- o refuse to accept any old notes and return all surrendered old notes to the surrendering holders;
- o extend the exchange offer and retain all old notes surrendered before the expiration date, subject to the holders' right to withdraw the surrender of the old notes; or
- o waive any unsatisfied conditions regarding the exchange offer and accept all properly surrendered old notes that have not been withdrawn. If this waiver constitutes a material change to the exchange offer, we will promptly disclose the waiver in a manner reasonably calculated to inform the registered holder of old notes of the waiver, and we will extend the exchange offer for at least five business days if the exchange offer would have otherwise expired.

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All conditions of the exchange offer will be satisfied or waived prior to the expiration of the exchange offer.

### Fees and Expenses

We will bear the expenses of soliciting tenders. The principal solicitation is being made by mail; however, additional solicitation may be made

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by facsimile, telephone, e-mail or other electronic means, or in person by our officers and regular employees or by officers and employees of our affiliates. No additional compensation will be paid to any officers and employees who engage in soliciting tenders.

We have not retained any dealer-manager or other soliciting agent for the exchange offer and will not make any payments to brokers, dealers, or others soliciting acceptance of the exchange offer. We will, however, pay the exchange agent reasonable and customary fees for its services and will reimburse it for related, reasonable out-of-pocket expenses. We may also reimburse brokerage houses and other custodians, nominees, and fiduciaries for reasonable out-of-pocket expenses they incur in forwarding copies of this prospectus, the letter of transmittal and related documents.

We will pay all expenses incurred in connection with the performance of our obligations in the exchange offer, including registration fees, fees and expenses of the exchange agent, the transfer agent and registrar, and accounting and legal fees and printing costs, among others. The expenses are estimated in the aggregate to be approximately \$175,000.

We will pay all transfer taxes, if any, applicable to the exchange of the old notes. If, however, new notes, or old notes for principal amounts not surrendered or accepted for exchange, are to be delivered to, or are to be issued in the name of, any person other than the registered holder of the old notes surrendered, or if a transfer tax is imposed for any reason other than the exchange, then the amount of any transfer taxes will be payable by the person surrendering the notes. If you do not submit satisfactory evidence of payment of those taxes or exemption from payment of those taxes with the letter of transmittal, the amount of those transfer taxes will be billed directly to you.

### Consequences of Failure to Exchange

Old notes that are not exchanged will remain "restricted securities" within the meaning of Rule 144(a)(3) of the Securities Act. Accordingly, they may not be offered, sold, pledged or otherwise transferred except:

- o to us or to any of our subsidiaries;
- o inside the United States to a qualified institutional buyer in compliance with Rule 144A under the Securities Act;
- o inside the United States to an institutional accredited investor that, before the transfer, furnishes to the trustee a signed letter containing certain representations and agreements relating to the restrictions on transfer of the old notes, the form of which you can obtain from the trustee and, if such transfer is in respect of an aggregate principal amount of old notes at the time of transfer of less than \$100,000, an opinion of counsel acceptable to us that the transfer complies with the Securities Act;
- o outside the United States in compliance with Rule 904 under the Securities Act;
- o pursuant to the exemption from registration provided by Rule 144 under the Securities Act, if available; or
- o pursuant to an effective registration statement under the Securities Act.

The liquidity of the old notes could be adversely affected by the

exchange offer.

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#### Accounting Treatment

For accounting purposes, we will recognize no gain or loss as a result of the exchange offer. We will amortize the expenses of the exchange offer and the unamortized expenses related to the issuance of the old notes over the remaining term of the notes.

#### DESCRIPTION OF THE NEW NOTES

The form and terms of the new notes and the old notes are identical in all material respects, except that transfer restrictions, additional interest provisions and registration rights applicable to the old notes do not apply to the new notes. Unless otherwise specified or unless the context requires otherwise, references in this section to the "Notes" are references to the old notes and to the new notes offered in the exchange offer. The old notes were, and the new notes will be, issued under an indenture, dated as of June 15, 1991, as supplemented by the first supplemental indenture, dated June 23, 2004, between us and The Bank of New York, as trustee (as supplemented, the "Indenture"). The Indenture is subject to and governed by the Trust Indenture Act of 1939. The following is a summary of the material provisions of the Indenture. It does not include all of the provisions of the Indenture. You should read the Indenture, including the definitions of certain terms contained therein and those terms made part of the Indenture by reference to the Trust Indenture Act, in its entirety for provisions that may be important to you. The Indenture is an exhibit to the registration statement of which this prospectus is a part. You can find definitions of certain capitalized terms used in this description in the Indenture and below under "Certain Covenants -- Certain Definitions." For purposes of this "Description of the New Notes," references to "Sonoco," "the Company," "we," "our" or "us" refer solely to Sonoco Products Company, and not to any of Sonoco's subsidiaries. The Bank of New York serves as exchange agent for this exchange offer, but The Bank of New York also serves as trustee under the Indenture. For purposes of this "Description of the New Notes," The Bank of New York in its capacity as trustee under the Indenture is referred to as the "Trustee."

The registered holder of a note will be treated as the owner of it for all purposes. Only registered holders will have rights under the Indenture.

#### General

The Notes will be issued initially in the aggregate principal amount of \$150,000,000 and in denominations of \$1,000 and integral multiples of \$1,000. Additional notes may be issued in the future without notice to or the consent of the holders of the Notes, under the same series with the same terms and with the same CUSIP number as the Notes.

The Notes will constitute our unsecured and unsubordinated obligations and will rank:

- o equally with our existing and future unsecured and unsubordinated indebtedness that is not guaranteed by our subsidiaries;
- o senior to any of our future subordinated indebtedness;

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- o junior to our secured indebtedness to the extent of the collateral securing that indebtedness;
- o effectively junior to our indebtedness that has been guaranteed by subsidiaries with respect to the assets and earnings of those subsidiaries; and
- o effectively junior to all existing and future indebtedness and other liabilities, including trade payables, of our subsidiaries.

The Notes will bear interest at 5.625% per year and will mature on June 15, 2016. Interest on each Note will be payable semi-annually in arrears on June 15 and December 15 of each year, beginning December 15, 2004, to the person in whose name the Notes are registered at the close of business on June 1 and December 1, as the case may be, immediately preceding such interest payment dates. Interest on the Notes will accrue from June 23, 2004, or from the most

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recent interest payment date to which interest has been paid or provided for, and will be paid on the basis of a 360-day year consisting of twelve 30-day months.

### Optional Redemption

The Notes will be redeemable at, any time in whole or from time to time in part, at our option at a redemption price equal to the greater of (i) 100% of the principal amount of the Notes to be redeemed, or (ii) as determined by the Quotation Agent (as defined below), the sum of the present values of the remaining scheduled payments of principal of and interest on the Notes to be redeemed (not including any interest accrued to the redemption date) discounted to the redemption date on a semi-annual basis assuming a 360 day year consisting of twelve 30 day months at the Treasury Rate plus 15 basis points plus, in either case, accrued and unpaid interest on the Notes to the redemption date.

"Comparable Treasury Issue" means the United States Treasury security selected by the Quotation Agent as having a maturity comparable to the remaining term of the Notes to be redeemed that would be utilized, at the time of a selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes.

"Comparable Treasury Price" means, with respect to any redemption date, (i) the average of at least three Reference Treasury Dealer Quotations for that redemption date, after excluding the highest and lowest of five or more Reference Treasury Dealer Quotations obtained by the Trustee, or (ii) if the Trustee obtains fewer than five Reference Treasury Dealer Quotations, the average of all Reference Treasury Dealer Quotations so obtained.

"Reference Treasury Dealer" means (i) each of Banc of America Securities LLC and Deutsche Bank Securities Inc. and their respective successors; however, if any of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City (a "Primary Treasury Dealer"), we will substitute another Primary Treasury Dealer; and (ii) any other Primary Treasury Dealer selected by us.

"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by us, of the bid and asked prices for the Comparable Treasury Issue (expressed in



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each case as a percentage of its principal amount) quoted in writing to the Trustee by the Reference Treasury Dealer at 5:00 p.m., New York City time, on the third business day preceding the redemption date.

"Quotation Agent" means the Reference Treasury Dealer appointed by us.

"Treasury Rate" means, with respect to any redemption date, the annual rate equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price of the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that redemption date.

In the case of a partial redemption, selection of the Notes for redemption will be made pro rata, by lot or such other method as the Trustee in its sole discretion deems appropriate and fair. Notes will be redeemed in denominations of \$1,000 and multiples thereof. Notice of any redemption will be mailed by first class mail at least 30 days but not more than 60 days before the redemption date to each holder of the Notes to be redeemed at its registered address. If any Notes are to be redeemed in part only, the notice of redemption that relates to the Notes will state the portion of the Notes to be redeemed. New Notes in principal amounts of \$1,000 equal to the unredeemed portion of the Notes will be issued in the name of the holder of the Notes upon surrender for cancellation of the original Notes. Unless we default in payment of the redemption price, on and after the redemption date, interest will cease to accrue on the Notes or the portions of the Notes called for redemption.

### Sinking Fund

There is no provision for a sinking fund relating to the Notes.

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### Certain Covenants

#### Restriction on Liens

The Indenture provides that, so long as the Notes are Outstanding, we will not issue, assume or guarantee, and we will not permit any Domestic Subsidiary to issue, assume or guarantee, any Indebtedness which is secured by a mortgage, pledge, security interest, lien or encumbrance (any mortgage, pledge, security interest, lien or encumbrance is referred to as a "lien" or "liens") of or upon any of our currently owned or later acquired assets or any such assets of a Domestic Subsidiary without effectively providing that the Notes (together with, if we shall so determine, any of our other Indebtedness that ranks equally with the Notes) shall be equally and ratably secured by a lien ranking ratably with and equal to (or at our option, prior to) such secured Indebtedness; provided, however, that the foregoing restriction shall not apply to:

- o liens on any assets of any corporation existing at the time such corporation becomes a Domestic Subsidiary;
- o liens on any assets existing at the time of our acquisition of such assets or acquisition of such assets by a Domestic Subsidiary, or liens to secure the payment of all or any part of the purchase price of such assets upon our acquisition of such assets or acquisition of such assets by a Domestic Subsidiary or to secure any Indebtedness incurred, assumed or guaranteed by us or a Domestic Subsidiary prior to, at the time of, or within 180 days after such acquisition (or in the case of real property, the

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completion of construction (including any improvements on an existing asset) or commencement of full operation of such asset, whichever is later) which Indebtedness is incurred, assumed or guaranteed for the purpose of financing all or any part of the purchase price thereof or, in the case of real property, construction or improvements thereon; provided, however, that in the case of any such acquisition, construction or improvement, this exception shall not apply to any assets theretofore owned by us or a Domestic Subsidiary, other than, in the case of any such construction or improvement, any real property on which the property so constructed, or the improvement, is located;

- o liens on any assets to secure Indebtedness of a Domestic Subsidiary to us or to any wholly owned Domestic Subsidiary;
- o liens on any assets of a corporation existing at the time such corporation is merged into or consolidated with us or a Domestic Subsidiary or at the time of a purchase, lease or other acquisition by us or a Domestic Subsidiary of the assets of a corporation or firm as an entirety or substantially as an entirety;
- o liens on any of our assets or assets of a Domestic Subsidiary in favor of the United States or any State thereof, or any department, agency or instrumentality or political subdivision of the United States or any State thereof, or in favor of any other country, or any political subdivision thereof, to secure partial, progress, advance or other payments pursuant to any contract or statute or to secure any Indebtedness incurred or guaranteed for the purpose of financing all or any part of the purchase price (or, in the case of real property, the cost of construction) of the assets subject to such liens (including, but not limited to, liens incurred in connection with pollution control, industrial revenue or similar financings);
- o any extension, renewal or replacement (or successive extensions, renewals or replacements) in whole or in part of any lien referred to in the foregoing clauses; provided, however, that the principal amount of Indebtedness secured thereby shall not exceed the principal amount of Indebtedness so secured at the time of such extension, renewal or replacement, and that such extension, renewal or replacement shall be limited to all or a part of the assets which secured the lien so extended, renewed or replaced (plus improvements and construction on real property); and
- o liens not permitted by the foregoing clauses if at the time of, and after giving effect to, the creation or assumption of any such lien, the aggregate amount of all of our Indebtedness and all Indebtedness of our Domestic Subsidiaries secured by all such liens not so permitted by the foregoing clauses together with the Attributable Debt in respect of Sale and Lease-Back Transactions permitted by the Indenture do not exceed 10% of Consolidated Net Tangible Assets.

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### Restriction on Sale and Lease-Back Transactions

- o The Indenture also provides that we will not, and will not permit any Subsidiary to, enter into any arrangement with any person providing for the leasing by us or a Domestic Subsidiary of any

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property or assets, other than any such arrangement involving a lease for a term, including renewal rights, for not more than 3 years, whereby such property or asset has been or is to be sold or transferred by us or any Domestic Subsidiary to such person (referred to as a "Sale and Lease-Back Transaction"), unless:

- o we or such Domestic Subsidiary would, at the time of entering into a Sale and Lease-Back Transaction, be entitled to incur Indebtedness secured by a lien on the property or asset to be leased in an amount at least equal to the Attributable Debt in respect of such Sale and Lease-Back Transaction without equally and ratably securing the Notes pursuant to the Indenture; or
- o the proceeds of the sale of the property or assets to be leased are at least equal to the fair value of such property or assets (as determined by our Board of Directors) and an amount equal to the net proceeds from the sale of the property or assets so leased is applied, within 180 days of the effective date of any such Sale and Lease-Back Transaction, to the purchase or acquisition (or, in the case of property, the construction) of property or assets or to the retirement (other than at maturity or pursuant to a mandatory sinking fund or redemption provision) of the Notes or of our Funded Indebtedness or Funded Indebtedness of a consolidated Domestic Subsidiary ranking on a parity with or senior to the Notes.

### Certain Definitions

"Attributable Debt", when used in connection with a Sale and Lease-Back transaction referred to above, means, as of any particular time, the aggregate of present values (discounted at a rate per annum equal to the average interest borne by all Outstanding Securities determined on a weighted average basis and compounded semi-annually) of our obligations or obligations of any Subsidiary for net rental payments during the remaining term of all leases (including any period for which such lease has been extended or may, at the option of the lessor, be extended). The term "net rental payments" under any lease of any period means the sum of the rental and other payments required to be paid in such period by the lessee thereunder, not including, however, any amounts required to be paid by such lessee (whether or not designated as rental or additional rental) on account of maintenance and repairs, reconstruction, insurance, taxes, assessments, water rates or sE: 12pt; FONT-FAMILY: 'Times New Roman', Times,

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

### Item 6

#### Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

### Item 7

#### Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable



Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 18, 2016

POINT72 ASSET MANAGEMENT, L.P.

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

POINT72 CAPITAL ADVISORS, INC.

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

CUBIST SYSTEMATIC STRATEGIES, LLC

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

EVERPOINT ASSET MANAGEMENT, LLC

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

STEVEN A. COHEN

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

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