

CROWN Cork & Seal USA, Inc.

Form S-4/A

October 17, 2013

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As filed with the Securities and Exchange Commission on October 17, 2013

Registration No. 333-190694

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Amendment No. 2

to

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CROWN HOLDINGS, INC.

(Exact name of Registrants as specified in their charter)

Pennsylvania
(State or Other Jurisdiction of Incorporation or
Organization)

3411
(Primary Standard Industrial
Classification Code Number)
One Crown Way

75-3099507
(I.R.S. Employer
Identification No.)

Philadelphia, Pennsylvania 19154

(215) 698-5100

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

CROWN AMERICAS LLC

Pennsylvania
(State or Other Jurisdiction of Incorporation or
Organization)

3411
(Primary Standard Industrial
Classification Code Number)

23-1526444
(I.R.S. Employer
Identification No.)

c/o Crown Holdings, Inc.

One Crown Way

Philadelphia, Pennsylvania 19154

(215) 698-4000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

CROWN AMERICAS CAPITAL CORP. IV

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Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

3411
(Primary Standard Industrial
Classification Code Number)

80-0876355
(I.R.S. Employer
Identification No.)

c/o Crown Holdings, Inc.

One Crown Way

Philadelphia, Pennsylvania 19154

(215) 698-4000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

William T. Gallagher, Esquire

Senior Vice President, Secretary and General Counsel

Crown Holdings, Inc.

One Crown Way

Philadelphia, Pennsylvania 19154

(215) 698-5100

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

See Table of Additional Registrants Below

Copies to:

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Ian A. Hartman, Esquire

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Cira Centre

2929 Arch Street

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Philadelphia, Pennsylvania 19104

(215) 994-4000

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

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, 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. "

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. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="checked" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

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 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name of Additional Registrants	Jurisdiction of Incorporation	I.R.S. Employer Identification Number
CROWN Beverage Packaging Puerto Rico, Inc.	Delaware	Not Applicable
Crown Consultants, Inc.	Pennsylvania	23-2846356
Crown Cork & Seal Company (DE), LLC	Delaware	Not Applicable
Crown Cork & Seal Company, Inc.	Pennsylvania	23-1526444
Crown Financial Corporation	Pennsylvania	23-1603914
Crown International Holdings, Inc.	Delaware	75-3099512
CROWN Packaging Technology, Inc.	Delaware	52-2006645
Foreign Manufacturers Finance Corporation	Delaware	51-0099971
NWR, Inc.	Pennsylvania	22-2463801
CROWN Cork & Seal USA, Inc.	Delaware	52-2006645
CR USA, Inc.	Delaware	23-2162641
Crown Beverage Packaging, LLC	Delaware	13-2853410

The address for service of each of the additional registrants is c/o Crown Holdings, Inc., One Crown Way, Philadelphia, Pennsylvania, telephone (215) 698-5100. The primary industrial classifications number for each of the additional registrants is 3411.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary 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 OCTOBER 17, 2013

PRELIMINARY PROSPECTUS

Crown Americas LLC
Crown Americas Capital Corp. IV
OFFER TO EXCHANGE

**\$1,000,000,000 4¹/₂% Senior Notes due 2023 and related Guarantees for all outstanding
4¹/₂% Senior Notes due 2023**

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2013, unless extended. Crown Americas LLC ("Crown Americas") and Crown Americas Capital Corp. IV ("Crown Americas Capital IV") and, together with Crown Americas, the Issuers) will exchange all old notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer. You may withdraw tenders of old notes at any time before the exchange offer expires.

The form and terms of the new notes will be identical in all material respects to the form and terms of the old notes, except that the new notes:

will have been registered under the Securities Act;

will not bear restrictive legends restricting their transfer under the Securities Act;

will not be entitled to the registration rights that apply to the old notes; and

will not contain provisions relating to increased interest rates in connection with the old notes under circumstances related to the timing of the exchange offer.

The new notes will be senior obligations of the issuers and initially will be guaranteed on a senior basis by their indirect parent, Crown Holdings, Inc. (Crown), and each of Crown's U.S. subsidiaries (other than Crown Americas, Crown Americas Capital Corp., Crown Americas Capital Corp. II, Crown Americas Capital Corp. III and Crown Americas Capital IV) that guarantees obligations under Crown's senior secured credit facilities, subject to customary release provisions. The entities providing such guarantees are referred to collectively as the guarantors. The notes will not be guaranteed by Crown's foreign subsidiaries. The new notes and new note guarantees will be effectively junior in right of payment to all existing and future secured indebtedness of the issuers and the guarantors to the extent of the value of the assets securing such indebtedness and will be junior in right of payment to all indebtedness of Crown's non-guarantor subsidiaries.

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 such 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. 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 such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. Crown has agreed that, starting on the expiration date of the exchange offer and ending on the close of business one year after the expiration date, it will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

See Risk Factors beginning on page 11 for a discussion of risks that should be considered by holders prior to tendering their old notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2013.

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This prospectus incorporates important business and financial information that is not included in or delivered with this document. This information is available without charge upon written or oral request. To obtain timely delivery, note holders must request the information no later than five business days before the expiration date. The expiration date is _____, 2013. See Incorporation of Documents by Reference.

You should rely only on the information contained in this document and any supplement, including the periodic reports and other information we file with the Securities and Exchange Commission or to which we have referred you. See Where You Can Find Additional Information. Neither Crown Americas, Crown Americas Capital IV nor Crown has authorized anyone to provide you with information that is different. If anyone provides you with different or inconsistent information, you should not rely on it. Neither Crown Americas, Crown Americas Capital IV nor Crown is making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted, where the person making the offer is not qualified to do so, or to any person who cannot legally be offered the securities.

The distribution of this prospectus and the offer or sale of the new notes may be restricted by law in certain jurisdictions. Persons who possess this prospectus must inform themselves about, and observe, any such restrictions. See Plan of Distribution. None of Crown Americas, Crown Americas Capital IV, Crown or any of their respective representatives is making any representation to any offeree or purchaser under applicable legal investment or similar laws or regulations. Each prospective investor must comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers or sells notes or possesses or distributes this prospectus and must obtain any consent, approval or permission required by it for the purchase, offer or sale by it of notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers or sales, and none of Crown Americas, Crown Americas Capital IV, Crown or any of their respective representatives shall have any responsibility therefor.

This prospectus does not constitute an offer to sell or a solicitation of an offer to buy securities to any person in any jurisdiction where it is unlawful to make such an offer or solicitation.

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MARKETS, RANKING AND OTHER DATA

The data included in this prospectus regarding markets and ranking, including the position of Crown and its competitors within these markets, are based on independent industry publications, reports of government agencies or other published industry sources and the estimates of Crown based on its management's knowledge and experience in the markets in which it operates. We believe these data are accurate in all material respects as of the date of this prospectus. Crown's estimates have been based on information obtained from customers, suppliers, trade and business organizations and other contacts in the markets in which it operates. This information may prove to be inaccurate because of the method by which Crown obtained some of the data for these estimates or because this information cannot always be independently verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other inherent limitations and uncertainties. Furthermore, facts, statistics and estimates upon which these publications and data are based and to which Crown cites in this prospectus may become outdated, obsolete or inaccurate as underlying facts or markets or industry conditions change.

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SUMMARY

The following summary should be read in connection with, and is qualified in its entirety by, the more detailed information and financial statements (including the accompanying notes) included elsewhere or incorporated by reference in this prospectus. See Risk Factors for a discussion of certain factors that should be considered in connection with this offering. Unless the context otherwise requires:

Crown refers to Crown Holdings, Inc. and its subsidiaries on a consolidated basis;

Crown Cork refers to Crown Cork & Seal Company, Inc. and not its subsidiaries;

Crown European Holdings refers to Crown European Holdings SA and not its subsidiaries;

Crown Americas refers to Crown Americas LLC and not its subsidiaries;

Crown Americas Capital IV refers to Crown Americas Capital Corp. IV;

we, us, our and the issuers refer to Crown Americas and Crown Americas Capital IV, collectively;

old notes refers to the \$1 billion aggregate principal amount of 4% Senior Notes due 2023 issued in two separate offerings on January 9, 2013 and January 15, 2013;

new notes refers to the \$1 billion aggregate principal amount of 4% Senior Notes due 2023 offered in exchange for the old notes pursuant to this prospectus; and

notes refers collectively to the old notes and the new notes.

Crown Holdings, Inc.

Crown is a worldwide leader in the design, manufacture and sale of packaging products for consumer goods. Crown's primary products include steel and aluminum cans for food, beverage, household and other consumer products and metal vacuum closures and caps. These products are manufactured in Crown's plants both within and outside the U.S. and are sold through Crown's sales organization to the soft drink, food, citrus, brewing, household products, personal care and various other industries. At June 30, 2013, Crown operated 145 plants along with sales and service facilities throughout 41 countries and had approximately 22,800 employees. Consolidated net sales for Crown in 2012 were \$8.5 billion with 73% of 2012 net sales derived from operations outside the United States.

Recent Developments

On October 16, 2013, Crown announced its financial results for the third quarter ended September 30, 2013.