

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Issuer Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Ronald Stephen Delia			[AMCR]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Reporting Owner Name)			3. Date of Earliest Transaction (Month/Day/Year)			Chief Executive Officer				
83 Tower Road North			06/11/2019							
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)				
Warmley, Bristol, X0 BS30 8XP						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares ⁽¹⁾	06/11/2019		A ⁽²⁾		950,000	A	⁽³⁾	950,000	D	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	06/11/2019		A		49,413		(5)	(5)	Ordinary Shares	49,413	\$0	49,413	D	
Restricted Stock Units	(4)	06/11/2019		A		12,605		(6)	(6)	Ordinary Shares	12,605	\$0	12,605	D	
Employee Stock Options	\$10.65	06/11/2019		A		639,500		(7)	10/31/2022	Ordinary Shares	639,500	\$0	639,500	D	
Employee Stock Options	\$11.05	06/11/2019		A		632,900		(8)	10/31/2023	Ordinary Shares	632,900	\$0	632,900	D	
Restricted Stock Units	(4)	06/11/2019		A		107,200		(9)	10/31/2022	Ordinary Shares	107,200	\$0	107,200	D	
Restricted Stock Units	(4)	06/11/2019		A		124,300		(10)	10/31/2023	Ordinary Shares	124,300	\$0	124,300	D	

Signatures

/s/ Damien Clayton, by power of attorney for Ronald Delia

06/13/2019

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Traded as Chess Depository Interests ("CDIs") on the Australian Stock Exchange (the "ASX"). CDIs represent a beneficial interests in one ordinary share of Amcor held by CHESS Depository Nominees Pty Ltd.
- (2) On June 11, 2019, Amcor plc ("Amcor") consummated the business combination (the "Merger") pursuant to the Transaction Agreement dated August 6, 2018 (the "Transaction Agreement") by and among Amcor (f/k/a Arctic Jersey Limited), Amcor Limited ("Old Amcor"), Arctic Corp. and Bemis Company, Inc. ("Bemis"), pursuant to which each of Bemis and Old Amcor were acquired by and became wholly-owned subsidiaries of Amcor in a stock-for-stock transaction. CDIs reported herein were received by the Reporting Person pursuant to the Transaction Agreement.
- (3) Pursuant to the Transaction Agreement, each ordinary share of Old Amcor previously held by the Reporting Person was converted into one CDI of Amcor, or, at the election of the Reporting Person, one ordinary share of Amcor.
- (4) Pursuant to the Transaction Agreement, outstanding equity awards under Old Amcor's Long Term Incentive Plans converted into an award denominated with respect to, or settled in, an equal number of CDIs or ordinary shares of Amcor. Each restricted stock unit represents a contingent right to receive one CDI or one ordinary share of Amcor, at the election of the Reporting Person upon vesting of the restricted stock units.
- (5) The restricted stock units were granted on September 8, 2017 under Old Amcor's 2016-2017 Long Term Incentive Plan. The shares underlying the stock units vest in full on September 1, 2019.
- (6) The restricted stock units were granted on September 14, 2018 under Old Amcor's 2017-2018 Long Term Incentive Plan. The shares underlying the stock units vest in full on September 1, 2020.
- (7) The employee stock options were granted on October 4, 2016 under Old Amcor's 2016-2017 Long Term Incentive Plan. The options are subject to certain performance conditions. If the conditions are met, the options will vest on August 31, 2019 or such later time, up to September 30, 2022, as they may be met.
- (8) The employee stock options were granted on November 13, 2017 under Old Amcor's 2017-2018 Long Term Incentive Plan. The options are subject to certain performance conditions. If the conditions are met, the options will vest on August 31, 2020 or such later time, up to September 30, 2023, as they may be met.
- (9) The restricted stock units were granted on June 4, 2016 under Old Amcor's 2016-2017 Long Term Incentive Plan. The restricted stock units are subject to certain performance conditions. If the conditions are met, the shares underlying the stock units vest in full on August 1, 2019.
- (10) The restricted stock units were granted on November 13, 2017 under Old Amcor's 2017-2018 Long Term Incentive Plan. The restricted stock units are subject to certain performance conditions. If the conditions are met, the shares underlying the stock units vest in full on August 31, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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