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

FORM 8-K/A

AMENDMENT NO. 1

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 1, 2013**

AVERY DENNISON CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	**1 -7685**	**95-1492269**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

150 North Orange Grove Boulevard Pasadena, California	**91103**
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code **(626) 304-2000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTE

This Amendment No. 1 to the Current Report on Form 8-K (this “Form 8-K/A” of Avery Dennison Corporation, a Delaware corporation (the “Company”), which was originally filed with the Securities and Exchange Commission on July 1, 2013 (the “Form 8-K”), is being filed solely to include the pro forma financial information required by Item 9.01(b) which was excluded from the Form 8-K pursuant to Item 9.01(b). Except as described in this Explanatory Note, no other information in the Form 8-K is modified or amended hereby. Capitalized terms used herein and not otherwise defined shall have the respective meanings ascribed to them in the Form 8-K.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Financial Information.

The unaudited Pro Forma Consolidated Statements of Income for the three months ended March 30, 2013 and March 31, 2012 and years ended December 29, 2012, December 31, 2011 and January 1, 2011; the unaudited Pro Forma Consolidated Balance Sheet as of March 30, 2013; and the notes to the unaudited pro forma financial statements are included as Exhibit 99.1 of this Form 8-K/A.

These unaudited pro forma consolidated financial statements are presented for illustrative purposes only and are not necessarily indicative of the operating results or the financial position that would have been achieved had the Transaction been consummated as of the dates indicated or of the results that may be obtained in the future. These unaudited pro forma consolidated financial statements and the accompanying notes should be read together with the Company’s (i) audited consolidated financial statements and accompanying notes as of and for the year ended December 29, 2012, and Management’s Discussion and Analysis of Financial Condition and Results of Operations included in the Company’s Annual Report on Form 10-K for the year ended December 29, 2012 and (ii) unaudited consolidated financial statements and accompanying notes and Management’s Discussion and Analysis of Financial Condition and Results of Operations included in the Company’s Quarterly Report on Form 10-Q for the three months ended March 30, 2013.

(d) Exhibits.

99.1 Unaudited Pro Forma Consolidated Statements of Income for the three months ended March 30, 2013 and March 31, 2012 and years ended December 29, 2012, December 31, 2011 and January 1, 2011, and Unaudited Pro Forma Consolidated Balance Sheet as of March 30, 2013.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995

Certain statements contained in this report on Form 8-K/A and in Exhibit 99.1 are "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements and financial or other business targets are subject to certain risks and uncertainties. Actual results and trends may differ materially from historical or anticipated results depending on a variety of factors, including but not limited to risks and uncertainties relating to the following: fluctuations in demand affecting sales to customers; the financial condition and inventory strategies of customers; changes in customer order patterns; worldwide and local economic conditions; fluctuations in cost and availability of raw materials; ability of the company to generate sustained productivity improvement; ability of the company to achieve and sustain targeted cost reductions; impact of competitive products and pricing; loss of significant contracts or customers; collection of receivables from customers; selling prices; business mix shift; changes in tax laws and regulations, and uncertainties associated with interpretations of such laws and regulations; outcome of tax audits; timely development and market acceptance of new products, including sustainable or sustainably-sourced products; investment in development activities and new production facilities; fluctuations in foreign currency exchange rates and other risks associated with foreign operations; integration of acquisitions and completion of pending dispositions; amounts of future dividends and share repurchases; customer and supplier concentrations; successful implementation of new manufacturing technologies and installation of manufacturing equipment; disruptions in information technology systems; successful installation of new or upgraded information technology systems; volatility of financial markets; impairment of capitalized assets, including goodwill and other intangibles; credit risks; ability of the company to obtain adequate financing arrangements and maintain access to capital; fluctuations in interest and tax rates; fluctuations in pension, insurance and employee benefit costs; impact of legal and regulatory proceedings, including with respect to environmental, health and safety; changes in governmental laws and regulations; changes in political conditions; impact of epidemiological events on the economy and the company's customers and suppliers; acts of war, terrorism, and natural disasters; and other factors.

The Company believes that the most significant risk factors that could affect its financial performance in the near-term include (1) the impact of economic conditions on underlying demand for the Company's products; (2) competitors' actions, including pricing, expansion in key markets, and product offerings; and (3) the degree to which higher costs can be offset with productivity measures and/or passed on to customers through selling price increases, without a significant loss of volume.

For a more detailed discussion of these and other factors, see Part I, Item 1A. "Risk Factors" and Part II, Item 7. "Management's Discussion and Analysis of Results of Operations and Financial Condition" in the Company's 2012 Form 10-K, filed on February 27, 2013 with the Securities and Exchange Commission ("SEC"). The forward-looking statements included in this Form 8-K/A are made only as of the date of this Form 8-K/A, and the Company undertakes no obligation to update these statements to reflect subsequent events or circumstances, other than as may be required by law.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AVERY DENNISON CORPORATION

Date: July 5, 2013

By: /s/ Mitchell R. Butier
Name: Mitchell R. Butier
Title: Senior Vice President and Chief Financial Officer

EXHIBIT LIST

Exhibit No.	Description
99.1	Unaudited Pro Forma Consolidated Statements of Income for the three months ended March 30, 2013 and March 31, 2012 and years ended December 29, 2012, December 31, 2011 and January 1, 2011, and Unaudited Pro Forma Consolidated Balance Sheet as of March 30, 2013.

Avery Dennison Corporation

Unaudited Pro Forma Consolidated Financial Statements

The unaudited pro forma consolidated financial statements present financial information to give effect to the sale of the Company's Office and Consumer Products business (the "OCP Business") and Designed and Engineered Solutions business (the "DES Business" and collectively with the OCP Business, the "Businesses") to be accounted for in accordance with Accounting Standards Codification ("ASC") No. 360, *Property, Plant and Equipment* and ASC No. 805, *Business Combinations.* The unaudited pro forma consolidated statements of income present the consolidated results of continuing operations of the Company, assuming the sale occurred as of January 3, 2010. The unaudited pro forma consolidated balance sheet as of March 30, 2013 presents the consolidated financial position of the Company, assuming the sale occurred on that date. Beginning with the fourth quarter ended December 31, 2011, the Company reported the results of the OCP Business as discontinued operations and beginning with the first quarter ended March 30, 2013, the Company reported the results of the Businesses as discontinued operations. Accordingly, the Company's historical financial statements for the years ended December 29, 2012, December 31, 2011 and January 1, 2011 reflected the OCP Business as discontinued operations and for the three months ended March 30, 2013 and March 31, 2012 reflected the Businesses as discontinued operations. As of March 30, 2013, the assets and liabilities of the Businesses were classified as assets and liabilities of discontinued operations held for sale. The unaudited financial information is subject to the assumptions and adjustments in the notes accompanying the unaudited pro forma consolidated financial statements.

The unaudited pro forma consolidated financial statements include specific assumptions and adjustments related to the sale of the Businesses. The adjustments are based upon presently available information and assumptions that management believes are reasonable under the circumstances as of the date of this filing. However, actual adjustments may differ materially from the information presented. The unaudited pro forma consolidated financial statements, including notes thereto, should be read in conjunction with the Company's historical financial statements included in its Annual Report on Form 10-K for the year ended December 29, 2012 and the Company's unaudited financial statements included in its Quarterly Report on Form 10-Q for the three months ended March 30, 2013.

The unaudited pro forma consolidated financial information presented is for informational purposes only. It is not intended to represent or be indicative of the consolidated results of operations or financial position that would have occurred had the sale been completed as of the dates presented nor is it intended to be indicative of future results of operations or financial position.

PRO FORMA CONSOLIDATED STATEMENT OF INCOME
(*Unaudited*)

(In millions, except per share amounts)	Three Months Ended March 30, 2013		
	As Reported Continuing Operations (A)	Pro Forma Adjustments	Pro Forma Adjusted
Net sales	$ 1,498.9		$ 1,498.9
Cost of products sold	1,097.2		1,097.2
Gross profit	401.7		401.7
Marketing, general and administrative expense	300.9		300.9
Interest expense	12.2		12.2
Other expense, net	7.5		7.5
Income from continuing operations before taxes	81.1		81.1
Provision for income taxes	14.3		14.3
Income from continuing operations	$ 66.8		$ 66.8
Per share amounts:			
Income per common share from continuing operations	$ .67		$ .67
Income per common share from continuing operations, assuming dilution	$ .66		$ .66
Average shares outstanding:			
Common shares	100.1		100.1
Common shares, assuming dilution	101.5		101.5

See Notes to Pro Forma Consolidated Financial Statements

PRO FORMA CONSOLIDATED STATEMENT OF INCOME
(*Unaudited*)

(In millions, except per share amounts)	Three Months Ended March 31, 2012		
	As Reported Continuing Operations (A)	Pro Forma Adjustments	Pro Forma Adjusted
Net sales	$ 1,443.0		$ 1,443.0
Cost of products sold	1,065.9		1,065.9
Gross profit	377.1		377.1
Marketing, general and administrative expense	288.9		288.9
Interest expense	18.3		18.3

Other expense, net	7.6	7.6
Income from continuing operations before taxes	62.3	62.3
Provision for income taxes	17.7	17.7
Income from continuing operations	$ 44.6	$ 44.6
Per share amounts:		
Income per common share from continuing operations	$ .42	$ .42
Income per common share from continuing operations, assuming dilution	$ .42	$ .42
Average shares outstanding:		
Common shares	105.7	105.7
Common shares, assuming dilution	106.2	106.2

See Notes to Pro Forma Consolidated Financial Statements

PRO FORMA CONSOLIDATED STATEMENT OF INCOME
(*Unaudited*)

	Twelve Months Ended December 29, 2012				
(In millions, except per share amounts)	**As Reported Continuing Operations (B)**	**Less Discontinued Operations (C)**	**Adjusted Continuing Operations**	**Pro Forma Adjustments (D)**	**Pro Forma Adjusted**
Net sales	$ 6,035.6	$ (186.1)	$ 5,849.5	$ 14.0	$ 5,863.5
Cost of products sold	4,458.5	(137.2)	4,321.3	14.0	4,335.3
Gross profit	1,577.1	(48.9)	1,528.2	—	1,528.2
Marketing, general and administrative expense	1,179.4	(30.5)	1,148.9	—	1,148.9
Interest expense	72.8	.1	72.9	—	72.9
Other expense, net	69.4	(.6)	68.8	—	68.8
Income from continuing operations before taxes	255.5	(17.9)	237.6	—	237.6
Provision for income taxes	86.4	(6.4)	80.0	—	80.0
Income from continuing operations	$ 169.1	$ (11.5)	$ 157.6	$ —	$ 157.6
Per share amounts:					
Income per common share from continuing operations	$ 1.65	$ (.11)	$ 1.54	—	$ 1.54
Income per common share from continuing operations, assuming dilution	$ 1.63	$ (.11)	$ 1.52	—	$ 1.52
Average shares outstanding:					
Common shares	102.6		102.6		102.6
Common shares, assuming dilution	103.5		103.5		103.5

See Notes to Pro Forma Consolidated Financial Statements

PRO FORMA CONSOLIDATED STATEMENT OF INCOME
(*Unaudited*)

	Twelve Months Ended December 31, 2011				
(In millions, except per share amounts)	**As Reported Continuing Operations (B)**	**Less Discontinued Operations (C)**	**Adjusted Continuing Operations**	**Pro Forma Adjustments (D)**	**Pro Forma Adjusted**
Net sales	$ 6,026.3	$ (195.8)	$ 5,830.5	$ 14.4	$ 5,844.9
Cost of products sold	4,504.9	(149.7)	4,355.2	14.4	4,369.6
Gross profit	1,521.4	(46.1)	1,475.3	—	1,475.3
Marketing, general and administrative expense	1,170.9	(31.5)	1,139.4	—	1,139.4
Interest expense	71.0	.1	71.1	—	71.1
Other expense, net	46.6	5.0	51.6	—	51.6
Income from continuing operations before taxes	232.9	(19.7)	213.2	—	213.2
Provision for income taxes	78.5	(7.0)	71.5	—	71.5
Income from continuing operations	$ 154.4	$ (12.7)	$ 141.7	$ —	$ 141.7
Per share amounts:					
Income per common share from continuing operations	$ 1.46	$ (.12)	$ 1.34	—	$ 1.34
Income per common share from continuing operations, assuming dilution	$ 1.45	$ (.12)	$ 1.33	—	$ 1.33

Average shares outstanding:			
Common shares	105.8	105.8	105.8
Common shares, assuming dilution	106.8	106.8	106.8

See Notes to Pro Forma Consolidated Financial Statements

PRO FORMA CONSOLIDATED STATEMENT OF INCOME
(*Unaudited*)

	Twelve Months Ended January 1, 2011				
(In millions, except per share amounts)	**As Reported Continuing Operations (B)**	**Less Discontinued Operations (C)**	**Adjusted Continuing Operations**	**Pro Forma Adjustments (D)**	**Pro Forma Adjusted**
Net sales	$ 5,782.0	$ (189.1)	$ 5,592.9	$ 11.9	$ 5,604.8
Cost of products sold	4,268.2	(141.7)	4,126.5	11.9	4,138.4
Gross profit	1,513.8	(47.4)	1,466.4	—	1,466.4
Marketing, general and administrative expense	1,178.9	(33.0)	1,145.9	—	1,145.9
Interest expense	76.3	.3	76.6	—	76.6
Other expense, net	19.6	(.9)	18.7	—	18.7
Income from continuing operations before taxes	239.0	(13.8)	225.2	—	225.2
(Benefit from) provision for income taxes	(2.8)	(5.6)	(8.4)	—	(8.4)
Income from continuing operations	$ 241.8	$ (8.2)	$ 233.6	$ —	$ 233.6
Per share amounts:					
Income per common share from continuing operations	$ 2.29	$ (.08)	$ 2.21	—	$ 2.21
Income per common share from continuing operations, assuming dilution	$ 2.27	$ (.08)	$ 2.19	—	$ 2.19
Average shares outstanding:					
Common shares	105.8		105.8		105.8
Common shares, assuming dilution	106.8		106.8		106.8

See Notes to Pro Forma Consolidated Financial Statements

PRO FORMA CONSOLIDATED BALANCE SHEET
March 30, 2013
(*Unaudited*)

(Dollars in millions, except per share amount)	**As Reported**	**Pro Forma Adjustments**	**Pro Forma Adjusted**
Assets			
Current assets:			
Cash and cash equivalents	$ 207.7	$ 494.5(E)	$ 702.2
Trade accounts receivable, less allowances of $43.0	988.7		988.7
Inventories, net	516.3		516.3
Current deferred and refundable income taxes	127.4	(8.5)(G)	118.9
Assets held for sale	551.5	(544.6)(F)	6.9
Other current assets	122.2		122.2
Total current assets	2,513.8	(58.6)	2,455.2
Property, plant and equipment	2,657.9		2,657.9
Accumulated depreciation	(1,718.4)		(1,718.4)
Property, plant and equipment, net	939.5		939.5
Goodwill	756.9		756.9
Other intangibles resulting from business acquisitions, net	117.0		117.0
Non-current deferred income taxes	343.4	(47.7)(G)	295.7
Other assets	467.0		467.0
	$ 5,137.6	$ (106.3)	$ 5,031.3
Liabilities and Shareholders' Equity			
Current liabilities:			
Short-term borrowings and current portion of long-term debt and capital leases	$ 655.4	$	$ 655.4
Accounts payable	813.2		813.2
Current deferred and payable income taxes	51.2	21.9(G)	73.1
Liabilities held for sale	139.9	(139.9)(F)	—
Other current liabilities	466.5		466.5
Total current liabilities	2,126.2	(118.0)	2,008.2
Long-term debt and capital leases	702.0		702.0

Long-term retirement benefits and other liabilities	593.1		593.1
Non-current deferred and payable income taxes	142.6		142.6
Shareholders' equity:			
Common stock, $1 par value per share, authorized — 400,000,000 shares; issued — 124,126,624 shares; outstanding — 100,137,807 shares	124.1		124.1
Capital in excess of par value	792.3		792.3
Retained earnings	1,933.9	33.2(H)	1,967.1
Treasury stock at cost, 23,988,817 shares	(985.3)		(985.3)
Accumulated other comprehensive loss	(291.3)	(21.5)(F)	(312.8)
Total shareholders' equity	1,573.7	11.7	1,585.4
	$ 5,137.6	$ (106.3)	$ 5,031.3

See Notes to Pro Forma Consolidated Financial Statements

Avery Dennison Corporation

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

The unaudited pro forma consolidated financial statements give effect to the sale of Avery Dennison Corporation's (the "Company") Office and Consumer Products business (the "OCP Business") and Designed and Engineered Solutions business (the "DES Business" and collectively with the OCP Business, the "Businesses") to be accounted for as discontinued operations. The unaudited pro forma consolidated statements of income are presented as if the sale occurred as of January 3, 2010. The anticipated nonrecurring after-tax gain on the sale is not reflected in the unaudited pro forma consolidated statements of income. The unaudited pro forma consolidated balance sheet is presented as if the sale occurred on March 30, 2013 and is based on the historical balance sheet as of that date. The nonrecurring after-tax gain is reflected in the unaudited pro forma consolidated balance sheet.

(A) In the Company's Quarterly Report on Form 10-Q for the three months ended March 30, 2013, the results of the Businesses were reported as discontinued operations and therefore were excluded from continuing operations.

(B) As Reported Continuing Operations column reflects the elimination of the financial results of operations associated with the discontinued operations of the OCP Business for all periods presented and the DES Business for the quarters ended March 30, 2013 and March 31, 2012. Beginning with the fourth quarter ended December 31, 2011, the Company reported the results of the OCP Business as discontinued operations. Beginning with the first quarter ended March 30, 2013, the Company reported the results of the DES Business as discontinued operations.

(C) The Discontinued Operations column represents the historical financial results of the DES Business only. Refer to Note (B).

(D) The pro forma adjustment represents net sales from the Company's continuing operations to the DES Business.

(E) The pro forma adjustment represents proceeds from the sale of $500 million, less $5.5 million of transaction costs associated with the sale of the Businesses. These proceeds are subject to certain post-closing adjustments, including working capital targets, which could cause the actual proceeds from sale to differ materially from the information presented. The Company intends to use the estimated net sale proceeds to repurchase shares and make an additional pension plan contribution.

(F) The pro forma adjustment represents the elimination of the assets and liabilities of the discontinued operations classified as assets and liabilities held for sale. The remaining $6.9 million in assets held for sale represents the carrying value of property and equipment of the Company's corporate headquarters in Pasadena, California, classified as held for sale as of March 30, 2013. The sale was completed subsequent to the end of the first quarter of 2013 in April 2013.

(G) The pro forma adjustment represents estimated cash tax payable of approximately $21.9 million associated with the gain on the sale. This estimated tax payable reflected an adjustment for the utilization of certain deferred tax assets of the Company.

(H) The pro forma adjustment represents the estimated after-tax gain of approximately $33.2 million as an adjustment to retained earnings. The estimated after-tax gain includes the tax impact described in Note (G). This estimate is based on the historical information as of March 30, 2013. Additionally, this estimate does not reflect the effects of certain post-closing adjustments discussed in Note (E). Because of the seasonality of the Businesses, the working capital of the Businesses could fluctuate significantly from quarter to quarter, which could cause the actual gain to differ materially from the information presented.