
**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of October, 2021

Commission File Number: 001-40709

Ardagh Metal Packaging S.A.

(Name of Registrant)

56, rue Charles Martel

L-2134 Luxembourg, Luxembourg

+352 26 25 85 55

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXHIBIT INDEX

The following exhibit is filed as part of this Form 6-K:

Exhibit	Exhibit
No.	
<u>99.1</u>	Press release announcing the final results of the exchange offer by Ardagh Group S.A., dated October 12, 2021

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Ardagh Metal Packaging S.A. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: October 12, 2021

Ardagh Metal Packaging S.A.

By: /s/ Oliver Graham

Name: Oliver Graham

Title: Chief Executive Officer

Ardagh Group S.A. Announces Final Results of Exchange Offer

LUXEMBOURG (October 12, 2021) – Ardagh Group S.A. (“AGSA” or the “Company”) (NYSE: ARD) today announced the final results of its offer to exchange all outstanding Class A Common Shares (the “AGSA Shares”) for shares of Ardagh Metal Packaging S.A. (NYSE: AMBP) (“AMPSA Shares”) currently held by AGSA, which expired at 11:59 p.m., New York City time, on October 5, 2021.

In accordance with the terms and conditions of the exchange offer and based on the final count by Computershare Trust Company, N.A., the exchange agent for the exchange offer, the Company has accepted for exchange a total of 15,755,304.7 AGSA Shares (representing approximately 84.38% of the total outstanding AGSA Shares as of October 5, 2021) for 39,388,152 AMPSA Shares, with cash in lieu of fractional AMPSA Shares. Exchange of the AGSA Shares accepted for AMPSA Shares will occur promptly. Following the expected completion of the exchange offer, AGSA’s ownership of AMPSA is expected to be approximately 75%, with the public float increasing to approximately 25%.

As previously announced, in light of the successful completion of the exchange offer, AGSA initiated the process for voluntary delisting of the AGSA Shares from the New York Stock Exchange (the “NYSE”) and their deregistration under the Securities Exchange Act of 1934, as amended. Accordingly, the last day of trading of the AGSA Shares on the NYSE was October 5, 2021.

Persons with questions regarding receipt of AMPSA Shares pursuant to the exchange offer should review the Registration Statement on Form F-4 (Reg. No. 333-259225) filed by Ardagh Metal Packaging S.A. with the Securities and Exchange Commission (as may be amended or supplemented from time to time, the “Registration Statement”) and/or contact Georgeson, the information agent for the exchange offer, at 866-628-6079 or +1-781-575-2137.

About Ardagh Group

Ardagh is a global supplier of infinitely-recyclable metal and glass packaging for the world’s leading brands. Ardagh operates 57 metal and glass production facilities in 12 countries, employing more than 16,000 people with sales of approximately \$7 billion.

About Ardagh Metal Packaging

Ardagh Metal Packaging (“AMP”) is a leading global supplier of infinitely recyclable, sustainable, metal beverage cans and ends to brand owners. A subsidiary of Ardagh’s sustainable packaging business, AMP is a leading industry player across Europe and the Americas with innovative production capabilities. AMP operates 23 production facilities in nine countries, employing close to 5,000 employees and had sales of approximately \$3.5 billion in 2020.

Forward-Looking Statements

This press release includes “forward-looking statements,” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, including the terms of the exchange offer, AGSA’s ability to complete the exchange offer and timing of the completion of the exchange offer. Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond our control. We caution you that the forward-looking information presented in this press release is not a guarantee of future events, and that actual events may differ materially from those made in or suggested by the forward-looking information contained in this press release. Any forward-looking information presented herein is made only as of the date of this press release, and we do not undertake any obligation to update or revise any forward-looking information to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise.

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