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

FORM 8-K

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

**Date of Report (Date of earliest event
reported): June 1, 2009**

GRAPHIC PACKAGING HOLDING COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-33988

(Commission File Number)

26-0405422

(IRS Employer
Identification No.)

814 Livingston Court
Marietta, Georgia 30067

(Address of principal executive offices)

(770) 644-3000

(Registrant's telephone number, including area code)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On June 1, 2009, Graphic Packaging International, Inc. (“GPI”), a wholly-owned subsidiary of Graphic Packaging Holding Company, issued a press release announcing its intention to offer senior notes in the aggregate principal amount of \$245 million. Subsequently, on June 3, 2009, GPI issued a press release announcing its entry into an agreement to sell \$245 million aggregate principal amount of its senior notes due 2017. A copy of each press release is attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

99.1 Press release dated June 1, 2009.

99.2 Press release dated June 3, 2009.

SIGNATURE

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.

By: /s/ Stephen A. Hellrung
Stephen A. Hellrung
Senior Vice President, General Counsel and Secretary

Date: June 3, 2009



CONTACT:
Scott Wenhold +1-770-644-3062
Vice President and Treasurer

PRESS RELEASE:

Graphic Packaging Announces Senior Notes Offering

Marietta, Georgia — June 1, 2009 — Graphic Packaging International, Inc. (“Graphic Packaging”), a wholly-owned subsidiary of Graphic Packaging Holding Company (NYSE:GPK), announced today that, in connection with its cash tender offer for up to \$225 million aggregate principal amount of its 8.50% senior unsecured notes due August 2011, it intends to offer, pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended, \$245 million aggregate principal amount of Senior Notes due 2017.

The Senior Notes will be guaranteed by Graphic Packaging Holding Company and Graphic Packaging Corporation as well as by certain of Graphic Packaging’s domestic subsidiaries who have guaranteed obligations under its senior credit facilities, existing notes and certain other indebtedness.

The net proceeds from the offering, together with cash on hand, will be used solely to refinance, through a tender offer, \$225 million aggregate principal amount of the 2011 notes, to pay accrued interest on the 2011 notes, to pay all fees and expenses incurred in connection with the offering and the cash tender offer and to pay any applicable early tender premium. To the extent that there are net proceeds remaining after purchasing any 2011 notes tendered, or if the tender offer is not consummated, Graphic Packaging intends to use the net proceeds from the offering to redeem 2011 notes pursuant to the terms of the indenture governing the 2011 notes.

The new Senior Notes have not been registered under the Securities Act of 1933, as amended, or the securities laws of any state and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Securities Act and any applicable state securities laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

About Graphic Packaging International, Inc.

Graphic Packaging International, Inc., a subsidiary of Graphic Packaging Holding Company (NYSE:GPK), headquartered in Marietta, Georgia, is a leading provider of packaging solutions for a wide variety of products to food, beverage and other consumer products companies. The company is the largest global producer of folding cartons and holds a leading market position in coated unbleached kraft paperboard, coated-recycled boxboard and specialty bag packaging. The company’s customers include some of the most widely recognized companies in the world. The company strives to provide our customers with packaging solutions designed to deliver marketing and performance benefits at a competitive cost by capitalizing on our low cost paperboard mills and converting plants, proprietary carton and packaging designs and commitment to customer service. Additional information about Graphic Packaging, its business and its products is available on the company’s web site at www.graphicpkg.com.

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Forward Looking Statements

Any statements of the Company’s expectations in this press release constitute “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. Such statements, including but not limited to, statements regarding the senior note offering and the tender offer, are based on currently available information and are subject to various risks and uncertainties that could cause actual results to differ materially from the Company’s present expectations. These risks and uncertainties include, but are not limited to, the Company’s substantial amount of debt, inflation of and volatility in raw

material and energy costs, volatility in the credit and securities markets, cutbacks in consumer spending that could affect demand for the Company's products or actions taken by our customers in response to the difficult economic environment, continuing pressure for lower cost products, the Company's ability to implement its business strategies, including productivity initiatives and cost reduction plans, currency movements and other risks of conducting business internationally, and the impact of regulatory and litigation matters, including those that impact the Company's ability to protect and use its intellectual property. Undue reliance should not be placed on such forward-looking statements, as such statements speak only as of the date on which they are made and the Company undertakes no obligation to update such statements. Additional information regarding these and other risks is contained in the Company's periodic filings with the SEC.



CONTACT:
Scott Wenhold +1-770-644-3062
Vice President and Treasurer

PRESS RELEASE:

Graphic Packaging Announces Pricing of Senior Notes Offering

Marietta, Georgia – June 3, 2009 – Graphic Packaging International, Inc. (“Graphic Packaging”), a wholly-owned subsidiary of Graphic Packaging Holding Company (NYSE:GPK), announced today that, in connection with its cash tender offer for up to \$225 million aggregate principal amount of its 8.50% senior unsecured notes due August 2011, it has entered into an agreement to sell \$245 million aggregate principal amount of its senior unsecured notes due 2017 (the “Senior Notes”) offered pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended. The Senior Notes will bear interest at an annual rate of 9.50% and will be issued at a price equal to 97.292% of the principal amount thereof. Graphic Packaging expects to close the offering on June 16, 2009, subject to the satisfaction of customary closing conditions.

The Senior Notes will be guaranteed by Graphic Packaging Holding Company and Graphic Packaging Corporation as well as by certain of Graphic Packaging’s domestic subsidiaries who have guaranteed obligations under its senior credit facilities, existing notes and certain other indebtedness.

Graphic Packaging estimates that the proceeds from this offering will be approximately \$238.4 million, after deducting the original issue discount. The proceeds from the offering will be used to refinance, through a tender offer, \$225 million aggregate principal amount of the 2011 notes in connection with the cash tender offer and to pay any applicable early tender premiums and offering expenses.

The Senior Notes have not been registered under the Securities Act of 1933, as amended, or the securities laws of any state and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Securities Act and any applicable state securities laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

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include, but are not limited to, the Company's substantial amount of debt, inflation of and volatility in raw material and energy costs, volatility in the credit and securities markets, cutbacks in consumer spending that could affect demand for the Company's products or actions taken by our customers in response to the difficult economic environment, continuing pressure for lower cost products, the Company's ability to implement its business strategies, including productivity initiatives and cost reduction plans, currency movements and other risks of conducting business internationally, and the impact of regulatory and litigation matters, including those that impact the Company's ability to protect and use its intellectual property. Undue reliance should not be placed on such forward-looking statements, as such statements speak only as of the date on which they are made and the Company undertakes no obligation to update such statements. Additional information regarding these and other risks is contained in the Company's periodic filings with the SEC.