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

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**Form S-3**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Graphic Packaging Holding Company**

*(Exact name of Registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**2650**

*(Primary Standard Industrial  
Classification Code Number)*

**26-0405422**

*(I.R.S. Employer Identification No.)*

**814 Livingston Court  
Marietta, GA 30067**

**(770) 644-3000**

*(Address, including zip code, and telephone number, including area code, of Registrants' principal executive offices)*

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**Stephen A. Hellrung, Esq.  
Senior Vice President, General Counsel and Secretary  
Graphic Packaging Holding Company**

**814 Livingston Court  
Marietta, GA 30067**

**(770) 644-3000**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

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*With a copy to:*

**William Scott Ortwein, Esq.  
Justin R. Howard, Esq.  
Alston & Bird LLP  
1201 West Peachtree Street  
Atlanta, Georgia 30309  
(404) 881-7000**

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**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement as determined by the Registrant.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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.  (File No. 333-166324)

If this form is a post-effective amendment filed pursuant to Rule 462(c) 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.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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**CALCULATION OF REGISTRATION FEE**

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Amount to be Registered/
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Title of Each Class of Securities to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock, par value \$0.01 per share (3)	\$ 6,737,500	\$ 6,737,500	\$ 782.22

- (1) Includes such indeterminate number of shares of common stock as may from time to time be issued at indeterminate prices. The securities registered hereunder shall not have an aggregate offering price which exceeds \$6,737,500 in United States dollars or the equivalent in any other currency.
- (2) Calculated under Rule 457(o) under the Securities Act of 1933, as amended.
- (3) Each share of the Company's common stock includes one preferred stock purchase right that, prior to the occurrence of certain events, will not be exercisable or evidenced separately from the common stock.

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**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE OF SELECTED INFORMATION**

This registration statement is being filed with respect to the registration pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of additional securities of the same class as those previously registered under an earlier effective registration statement (No. 333-166324), the contents of which are incorporated by reference into this registration statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marietta, State of Georgia, on the 14th day of April, 2011.

**GRAPHIC PACKAGING HOLDING COMPANY**

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the 14th day of April, 2011.

<u>Signature</u>	<u>Title</u>
<u>*</u> David W. Scheible	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>*</u> Daniel J. Blount	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>*</u> Deborah R. Frank	Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> George V. Bayly	Director
<u>*</u> G. Andrea Botta	Director
<u>*</u> Kevin R. Burns	Director
<u>*</u> Kevin J. Conway	Director
<u>*</u> Jeffrey H. Coors	Director
<u>*</u> Jeffrey Liaw	Director
<u>*</u> Harold R. Logan, Jr.	Director
<u>*</u> Michael G. MacDougall	Director
<u>*</u> John R. Miller	Director
<u>*</u> Robert W. Ticken	Director

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<u>Signature</u>	<u>Title</u>
Lynn A. Wentworth	Director

\*By: /s/ Stephen A. Hellrung  
Stephen A. Hellrung  
Attorney-In-Fact,  
pursuant to Power of Attorney,  
Dated April 26, 2010

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Alston & Bird LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Alston & Bird LLP (included in Exhibit 5.1).

# ALSTON & BIRD LLP

One Atlantic Center  
1201 West Peachtree Street  
Atlanta, Georgia 30309-3424

404-881-7000  
Fax: 404-881-7777  
www.alston.com

April, 14, 2011

Graphic Packaging Holding Company  
814 Livingston Court  
Marietta, GA 30067

Re: Registration Statement on Form S-3 (No. 333-\_\_\_\_\_)

Ladies and Gentlemen:

This opinion is delivered in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") by Graphic Packaging Holding Company, a Delaware corporation (the "Company") of a registration statement (the "Registration Statement") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), relating to the Company's effective registration statement on Form S-3 (File No. 333-166324), relating to the offering from time to time of shares of common stock, par value \$0.01 per share of the Company (the "Shares"). This opinion is being furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K in connection with the Registration Statement.

The Shares will have an aggregate offering price of up to \$6,737,500.

As counsel to the Company, we have examined the relevant corporate and other documents, and made such other examinations of matters of law and of fact as we have considered appropriate or advisable for purposes of this opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as original documents and the conformity to original documents of all documents submitted to us as certified, conformed, facsimile, electronic or photostatic copies. We have also assumed that the Company has been duly organized and is validly existing under the laws of the State of Delaware. As to questions of fact material to this opinion, we have relied upon the statements as to factual matters contained in the Registration Statement and certificates or statements of officers of the Company, and we have made no independent investigation with regard thereto.

Based upon the foregoing and subject to all of the other limitations, qualifications and assumptions set forth herein, it is our opinion that the Shares, when the Shares have been duly issued and delivered by the Company against payment therefor in accordance with such corporate action, and; if certificated, certificates representing the Shares have been duly executed

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by the duly authorized officers of the Company in accordance with applicable law or, if uncertificated, valid book-entry notations have been made in the share register of the Company, then, upon the happening of such events, the Shares will be validly issued, fully paid and non-assessable (provided that the consideration paid therefor is not less than the par value thereof).

We are expressing no opinion as to any obligations that parties other than the Company may have under or in respect of the Shares or as to the effect that their performance of such obligations may have upon any of the matters referred to above.

Our opinion set forth herein is limited to the General Corporation Law of the State of Delaware, applicable provisions of the Constitution of the State of Delaware and reported judicial decisions interpreting such General Corporation Law and Constitution. We do not express any opinion herein with respect to any other laws.

We hereby consent to the incorporation by reference of this opinion into the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Act.

This opinion is limited to the matters herein and no opinion is implied or may be inferred beyond the matters expressly stated.

This opinion is effective as of the date hereof, and we hereby expressly disclaim any obligation to supplement this opinion for any changes which may occur hereafter with respect to any matters of fact or law addressed herein.

This opinion is delivered to the addressee hereof solely for its use in connection with the transactions and matters relating to the Registration Statement and the Shares and may not be used or relied upon by any other person, and may not be disclosed, quoted, filed with a governmental agency or otherwise referred to without our prior written consent.

ALSTON & BIRD LLP

By: /s/ Justin R. Howard

Justin R. Howard

A Partner

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" incorporated by reference in the Registration Statement (Form S-3 dated April 14, 2011) and related Prospectus of Graphic Packaging Holding Company for the registration of common stock, preferred stock, debt securities, guarantees of debt securities, depositary shares, warrants to purchase common stock, preferred stock or debt securities, purchase contracts or units and to the incorporation by reference therein of our reports dated March 8, 2011, with respect to the consolidated financial statements of Graphic Packaging Holding Company, and the effectiveness of internal control over financial reporting of Graphic Packaging Holding Company at December 31, 2010, included in its Annual Report (Form 10-K) for the year ended December 31, 2010, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia  
April 14, 2011