SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Scherger Stephen R.	**GRAPHIC PACKAGING HOLDING CO** [GPK]	Director ___ 10% Owner ___ X Officer (give title below) ___ Other (specify below) ___
(Last) (First) (Middle) 1500 RIVEREDGE PARKWAY SUITE 100	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2025	EVP and CFO
(Street) ATLANTA GA 30328	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ___ 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			
Common Stock	02/22/2025		M		27,683	A	$0	538,419	D	
Common Stock	02/22/2025		F		12,385	D	$27.08	526,034	D	
Common Stock	02/22/2025		A		110,734[(1)]	A	$0	636,768	D	
Common Stock	02/22/2025		F		49,406	D	$27.08	587,362	D	

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 Securities Underlying Derivative Security (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: 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				
Service-Based Restricted Stock Units	$0	02/22/2025		M		27,683		02/22/2025	02/22/2025[(2)]	Common Stock	27,683	$0	0	D	

Explanation of Responses:

1. The number of shares represents the settlement of a previously-granted Performance-Based Restricted Stock Unit award.

2. The Service-Based Restricted Stock Units expire upon their conversion and payout in shares of the Company's Common Stock.

/s/ Stephen R. Scherger By: Laura Lynn Church, Attorney-in-Fact   02/24/2025

** Signature of Reporting Person   Date