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

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**FORM 8-K**

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

Date of Report (Date of earliest event reported): February 19, 2021

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**GRAPHIC PACKAGING HOLDING COMPANY  
GRAPHIC PACKAGING INTERNATIONAL, LLC**

(Exact name of registrant as specified in its charter)

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Delaware  
Delaware  
(State or other jurisdiction  
of incorporation)

001-33988  
033-80475  
(Commission  
File Number)

26-0405422  
84-0772929  
(IRS Employer  
Identification No.)

1500 Riveredge Parkway, Suite 100  
Atlanta, Georgia 30328  
(Address of principal executive offices, including zip code)

(770) 240-7200  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

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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))

Securities registered or to be registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	GPK	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

On February 19, 2021, Graphic Packaging International Partners, LLC (the “Company”), Graphic Packaging Holding Company (“GPK”), GPI Holding III, LLC (“GPI Holding III”) and International Paper Company (“International Paper”) completed the transactions contemplated by the Consent and Waiver Agreement (the “Consent and Waiver Agreement”), dated February 16, 2021. In connection with those transactions, the Company redeemed 9,281,316 membership interests (“Common Units”) held by International Paper for an aggregate price of \$150.0 million funded with borrowings under its revolving credit facility and cash on hand.

In addition, under the Consent Agreement, and pursuant to the terms of the Exchange Agreement, dated January 1, 2018, by and among the Company, GPK, GPI Holding III and International Paper, International Paper exchanged 15,307,000 Common Units, for an equivalent number of shares of GPK common stock (the “Exchange Shares”) and disposed of the Exchange Shares in transactions exempt from the registration requirements of the Securities Act of 1933.

After giving effect to the Redemption and the Exchange, International Paper will own 22,773,072 Common Units of the Company, or approximately 7.4% of the total membership interests in the Company.

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**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.

**GRAPHIC PACKAGING HOLDING COMPANY**  
**GRAPHIC PACKAGING INTERNATIONAL, LLC**  
(Registrants)

By: /s/ Lauren S. Tashma  
Lauren S. Tashma  
Executive Vice President, General Counsel and Secretary

Dated: February 19, 2021