
**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): March 1, 2021

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

(Exact name of registrant as specified in its charter)

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)

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.

Item 8.01 Other Events

On March 1, 2021, Graphic Packaging International, LLC (the “Company”), a direct wholly-owned subsidiary of Graphic Packaging International Partners, LLC and the primary operating subsidiary of Graphic Packaging Holding Company, announced that it has entered into an agreement to sell \$400.0 million aggregate principal amount of its senior secured notes due 2024 (the “2024 Notes”) and \$400.0 million aggregate principal amount of its senior secured notes due 2026 (the “2026 Notes”) and, together with the 2024 Notes, the “Senior Notes”) in a private offering in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended. The 2024 Notes will bear interest at an annual rate of 0.821% and the 2026 Notes will bear interest at an annual rate of 1.512%. The Senior Notes will be issued at par. The Company expects to close the offering on or about March 8, 2021, subject to the satisfaction of customary closing conditions. The Company expects to use the proceeds from the offering of the Senior Notes solely (i) to repay in full all outstanding secured term loans under its Amended and Restated Term Loan Credit Agreement dated as of January 1, 2018 and effective as of January 8, 2018 with a syndicate of lenders and Bank of America, N.A., as Administrative Agent, (ii) to repay a portion of the outstanding secured term loans under the Company’s Third Amended and Restated Credit Agreement dated as of January 1, 2018 with a syndicate of lenders and Bank of America, N.A., as Administrative Agent, and (iii) to pay fees and expenses incurred in connection with the offering. A copy of the press release announcing this matter is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

(99.1) [Press Release of the Company dated March 1, 2021.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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
(Registrant)

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

Dated: March 1, 2021

Graphic Packaging Announces Pricing of Senior Secured Notes Offering

ATLANTA, March 1, 2021 - Graphic Packaging International, LLC (“Graphic Packaging”), a direct wholly-owned subsidiary of Graphic Packaging International Partners, LLC and the primary operating subsidiary of Graphic Packaging Holding Company (NYSE: GPK), announced that it has entered into an agreement to sell \$400.0 million aggregate principal amount of its senior secured notes due 2024 (the “2024 Notes”) and \$400.0 million aggregate principal amount of its senior secured notes due 2026 (the “2026 Notes”) and, together with the 2024 Notes, the “Senior Notes”) in a private offering in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The 2024 Notes will bear interest at an annual rate of 0.821% and the 2026 Notes will bear interest at an annual rate of 1.512%. The Senior Notes will be issued at par. Graphic Packaging expects to close the offering on or about March 8, 2021, subject to the satisfaction of customary closing conditions.

The Senior Notes will be senior secured obligations of Graphic Packaging. The Senior Notes will be guaranteed by Graphic Packaging International Partners, LLC and Field Container Queretaro (USA), L.L.C., as well as by Graphic Packaging’s future material domestic subsidiaries that guarantee obligations under its senior credit facilities and its existing senior notes due 2022, 2024, 2027, 2028 and 2029.

Graphic Packaging estimates that the net proceeds from this offering will be approximately \$794 million, after deducting the initial purchasers’ discount and other transaction related costs. The net proceeds from the offering will be used solely (i) to repay in full all outstanding secured term loans under Graphic Packaging’s Amended and Restated Term Loan Credit Agreement dated as of January 1, 2018 and effective as of January 8, 2018 with a syndicate of lenders and Bank of America, N.A., as Administrative Agent, (ii) to repay a portion of the outstanding secured term loans under Graphic Packaging’s Third Amended and Restated Credit Agreement dated as of January 1, 2018 with a syndicate of lenders and Bank of America, N.A., as Administrative Agent, and (iii) to pay fees and expenses incurred in connection with the offering.

The Senior Notes and the related guarantees are being offered and sold only to persons reasonably believed to be qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act and outside the United States, to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Senior Notes and the related guarantees have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

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 prior to registration or qualification under the securities laws of any such jurisdiction.

About Graphic Packaging International, LLC

Graphic Packaging International, LLC, a direct wholly-owned subsidiary of Graphic Packaging International Partners, LLC and the primary operating subsidiary of Graphic Packaging Holding Company (the “Company”) (NYSE: GPK), headquartered in Atlanta, Georgia, is committed to

providing consumer packaging that makes a world of difference. The Company is a leading provider of fiber-based, sustainable packaging solutions for a wide variety of products to food, beverage, foodservice, and other consumer products companies. The Company operates on a global basis, is one of the largest producers of folding cartons and fiber-based foodservice products in the United States, and holds leading market positions in coated recycled paperboard, coated unbleached kraft paperboard and solid bleached sulfate paperboard. The Company's customers include many of the world's most widely-recognized companies and brands.

Forward-Looking Statements

Any statements of Graphic Packaging International, LLC'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 those regarding the offering and the use of proceeds therefrom, are based on currently available information and are subject to various risks and uncertainties that could cause actual results to differ materially from Graphic Packaging International, LLC's present expectations. These risks and uncertainties include, but are not limited to, market conditions affecting the offering. 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 Graphic Packaging International, LLC undertakes no obligation to update such statements, except as required by law. Additional information regarding these and other risks is contained in Graphic Packaging International, LLC's filings with the Securities and Exchange Commission.