
**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): May 21, 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 May 21, 2021, Graphic Packaging International Partners, LLC (the “**Company**”), Graphic Packaging Holding Company (“**GPK**”), Graphic Packaging International, LLC, GPI Holding I, Inc. (“**Holding I**”) and International Paper Company (“**International Paper**”) completed the transactions contemplated by the Consent and Waiver Agreement (the “**Consent and Waiver Agreement**”), dated May 19, 2021 and the Exchange Agreement dated January 1, 2018. In connection with those transactions, the Company exchanged 22,773,072 membership interests (“**Common Units**”) held by International Paper for an equivalent number of shares of GPK Common Stock (the “**Exchange Shares**”), and International Paper disposed of the Exchange Shares in transactions exempt from the registration requirements of the Securities Act of 1933.

After giving effect to the Exchange, International Paper will own no Common Units of the Company and Graphic Packaging will hold 100% of the Common Units of the Company.

Graphic Packaging Holding Company and Graphic Packaging International, LLC issued a press release on May 24, 2021 announcing the exchange. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 [Press Release announcing the exchange of International Paper’s Common Units for Shares of Graphic Packaging Holding Company](#)

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
(Registrants)

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

Dated: May 24, 2021

Investor Contact: Melanie Skijus
Graphic Packaging Holding Company
770-240-8542
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Graphic Packaging Holding Company Concludes Successful Partnership with International Paper; Exchanges Remaining Minority Partnership Interest

Atlanta, GA, May 24, 2021 – Graphic Packaging Holding Company (NYSE: GPK), (the “Company” or “Graphic Packaging”) announced today the conclusion of its successful partnership with International Paper Company. The final tranche of the membership interests held by International Paper in Graphic Packaging International Partners, LLC (the “Partnership”) were exchanged for an equivalent number of shares of Graphic Packaging common stock. As a result, Graphic Packaging now owns 100% of the Partnership.

Michael Doss, the Company’s President and CEO, said, “The partnership with International Paper played an important role as we established our leadership position in fiber-based consumer packaging across all three paperboard substrates. The highly integrated model we have built enables us to serve a broad set of global customers with new and innovative packaging solutions, positioning us to achieve the ambitious growth and return goals established in Vision 2025. Through the combination with International Paper’s consumer packaging business, along with our other organic and inorganic growth initiatives, we have built scale across all three paperboard substrates, and have unique flexibility to quickly meet changing demand patterns for sustainable packaging solutions and deliver value for all stakeholders.”

Doss added, “I want to thank Mark Sutton, Chairman and Chief Executive Officer, and the entire International Paper team for their contributions in building a platform to service and grow with new customers in attractive markets. The partnership was mutually beneficial and provided returns for both companies.”

Graphic Packaging completed the combination with International Paper’s North America Consumer Packaging Business in January 2018. Graphic Packaging owned 79.5% of the partnership and was sole manager, while International Paper owned 20.5%. As part of the final transaction, 22,773,072 membership units were exchanged for an equivalent number of shares of Graphic Packaging common stock. The total number of shares of the Company’s common stock outstanding following the transaction is roughly 306.9 million shares.

About Graphic Packaging Holding Company

Graphic Packaging Holding 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 sustainable fiber-based 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 paper-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. Additional information about Graphic Packaging, its business and its products is available on the Company's web site at <https://www.graphicpkg.com/>.