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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): October 12, 2021**

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**GRAPHIC PACKAGING HOLDING COMPANY**

(Exact name of registrant as specified in its charter)

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

**001-33988**  
(Commission  
File Number)

**26-0405422**  
(I.R.S. Employer  
Identification No.)

**1500 Riveredge Parkway, Suite 100**  
**Atlanta, Georgia 30328**  
(Address of principal executive offices)  
(Zip Code)

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

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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 pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$0.01 par value per share	GPK	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: None

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 7.01. Regulation FD Disclosure.**

On October 13, 2021, Graphic Packaging Holding Company (the “Company”) issued a press release announcing that as of October 12, 2021, all regulatory approvals required to complete the proposed acquisition of AR Packaging Group AB have been received. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Pursuant to Regulation FD, the Company hereby furnishes the Press Release attached as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Current Report on Form 8-K under Item 7.01, as well as Exhibit 99.1 shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing. The furnishing of this report is not intended to constitute a determination by the registrant that the information is material or that the dissemination of the information is required by Regulation FD.

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

- |      |   |
|------|---|
| 99.1 | <a href="#">Press Release dated October 13, 2021 regarding receipt of all regulatory approvals for AR Packaging Group AB acquisition.</a> |
| 104  | Cover Page Interactive Data File (embedded within the Inline XBRL document)   |

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**SIGNATURE**

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**  
(Registrant)

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

Dated: October 13, 2021

**Graphic Packaging Holding Company Announces Receipt of All Required Regulatory Approvals for Pending Acquisition with AR Packaging**

ATLANTA, October 13, 2021 - Graphic Packaging Holding Company (NYSE: GPK), (“Graphic Packaging”), a leading provider of sustainable fiber-based packaging solutions for a wide variety of products to food, beverage, foodservice, and other consumer products companies, today announced that all required regulatory approvals to complete the proposed acquisition of AR Packaging Group AB have now been received. The transaction is expected to be completed in early November 2021, subject to the satisfaction of the remaining customary closing conditions set forth in the acquisition agreement.

Graphic Packaging announced its intent to acquire AR Packaging Group AB on May 14, 2021, creating the premier global provider of sustainable fiber-based consumer packaging solutions.

**Forward Looking Statements**

Certain statements contained in this press constitute “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements may relate to, among other things, the closing of our acquisition of AR Packaging, our business plans, strategies, initiatives and objectives and their expected execution and impact; and our assumptions and expectations regarding any of the foregoing. Forward-looking statements are based on currently available information and our current assumptions, expectations and projections about future events. These statements are not guarantees of future performance and are subject to future events, risks and uncertainties that could cause actual results to differ materially from our expectations and projections. These risks and uncertainties include, but are not limited to, those described in Item 1A, “Risk Factors,” and elsewhere in our Annual Report on Form 10-K for our fiscal year ended December 31, 2020, and in our subsequent Quarterly Reports on Form 10-Q.

**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 [www.graphicpkg.com](http://www.graphicpkg.com).