

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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 * <u>Fallan Scott</u> (Last) (First) (Middle) <u>1500 RIVEREDGE PARKWAY</u> (Street) <u>ATLANTA GA 30328</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/03/2025</u>	3. Issuer Name and Ticker or Trading Symbol <u>GRAPHIC PACKAGING HOLDING CO [GPK]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP & President, International</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Service-Based Restricted Stock Units	(1)	(2)	Common Stock	3,814	0.00	D	
Service-Based Restricted Stock Units	(1)	(2)	Common Stock	1,830	0.00	D	
Performance Based Restricted Stock Units	02/26/2028	02/26/2028 ⁽³⁾	Common Stock	3,661	0.00	D	

Explanation of Responses:

- The Service-Based Restricted Stock Units vest and become payable in three substantially equal tranches on the first, second and third anniversaries of the date of grant, assuming the reporting person remains an employee of the Company or its subsidiaries through such date and except in the event of death, disability, retirement, involuntary termination or change in control.
- The Service-Based Restricted Stock Units expire upon their conversion and payment in shares of the Company's Common Stock as described under "Date Exercisable."
- The Performance-Based Stock Units expire upon their conversion and payment in shares of the Company's Common Stock on the date set forth under "Date "Exercisable."

Scott Fallan, by Laura Lynn Church, as Attorney in Fact

12/19/2025

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.