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): September 28, 2026

Graphic Packaging Holding Company

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-33988**	**26-0405422**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

1500 Riveredge Parkway Atlanta, Georgia	**30328**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's Telephone Number, Including Area Code: 770 240-7931

(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 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 LLC

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 September 28, 2026, representatives of Graphic Packaging Holding Company will meet with investors and expect to refer to the information in the Fall 2026 Corporate Governance and Stewardship presentation attached to this Current Report on Form 8-K as Exhibit 99.1

Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Corporate Governance and Stewardship Presentation
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.

Date:	September 28, 2026	By:	/s/ Daniel S. Fishbein
			Daniel S. Fishbein Executive Vice President, General Counsel and Secretary

Exhibit 99.1

Graphic Packaging HOLDING COMPANY

Corporate Governance & Stewardship

Fall 2026

Forward Looking Statements

Cautionary Statement Regarding Forward-looking Statements

Any statements of the Company's expectations in these slides, including, but not limited to, statements regarding 2026 cost savings and capital spending constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements are based on currently available operating, financial and competitive information and are subject to various risks and uncertainties that could cause actual results to differ materially from the Company's historical experience and its present expectations. These risks and uncertainties include, but are not limited to, inflation of and volatility in raw material and energy costs, changes in consumer buying habits and product preferences, competition with other paperboard manufacturers and product substitution, the Company's ability to implement its business strategies, including strategic acquisitions, productivity initiatives, cost reduction plans and integration activities, as well as the Company's debt level, currency movements and other risks of conducting business internationally, the impact of regulatory and litigation matters, including the continued availability of the Company's U.S. federal income tax attributes to offset U.S. federal income taxes and the timing related to the Company's future U.S. federal income tax payments. 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 the Company undertakes no obligation to update such statements, except as may be required by law. Additional information regarding these and other risks is contained in the Company's periodic filings with the Securities and Exchange Commission.

Non-GAAP Financial Measures & Reconciliations

This presentation includes certain historic financial measures that exclude or adjust for charges or income associated with business combinations, facility shutdowns, extended paperboard manufacturing facility outages, sales of assets and other special charges or income ("Non-GAAP Financial Measures"). The Company's management believes that the presentation of these Non-GAAP Financial Measures provides useful information to investors because these measures are regularly used by management in assessing the Company's performance. These Non-GAAP Financial Measures are not calculated in accordance with generally accepted accounting principles in the United States ("GAAP") and should be considered in addition to results prepared in accordance with GAAP, but should not be considered substitutes for or superior to GAAP results. In addition, these Non-GAAP Financial Measures may not be comparable to similarly-titled measures utilized by other companies, since such other companies may not calculate such measures in the same manner as we do. A reconciliation of these Non-GAAP Financial Measures to the most relevant GAAP measure can be found in the Company's earnings press releases. Note that a reconciliation of Non-GAAP Financial Measures provided as future performance guidance to the most relevant GAAP measure is not provided, as the Company is unable to reasonably estimate the timing or financial impact of items such as charges associated with business combinations and other special charges. The inability to estimate these future items makes a detailed reconciliation of these forward-looking non-GAAP financial measures impracticable.

Company Overview

Global leadership in sustainable consumer packaging

Graphic Packaging at a Glance

$8.6 billion
2025 Net Sales

$1.4 billion
2025 Adj EBITDA[1]

22,000+
Employees

100+ year
Operating history

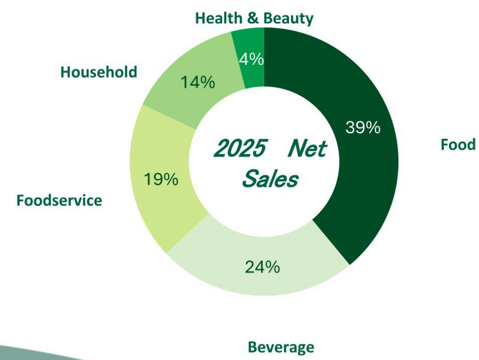
100+ facilities
Design and Manufacturing

~96%
Packaging sold is recyclable[2]

3,000+
Customers

~3,100
Patents

Locations in 25+
Countries



1. Adjusted EBITDA is a Non-GAAP Financial Measure. Please refer to the 2025 year-end earnings press release filed as an exhibit to the Company's Current Report on Form 8-K filed on February 3, 2026 for a reconciliation to Net Income.
2. Recyclable is defined as total widely, locally, and conditionally recyclable products.

Clear Investment Thesis based on Unique Competitive Advantages

- **Global Leader** in Sustainable Consumer Packaging
- **Partner of Choice** for Consumer Goods & Foodservice Brands and Retailers
- **Continuous Innovation** to Meet Evolving Consumer Packaging Preferences
- Competitively Advantaged Global Network of **State-of-the-Art Assets & Facilities**
- **Deep Operating Expertise** and **Long-Term Customer Relationships**
- **Powerful Cash Flow Engine** Enabling Organic Growth & Capital Return to Shareholders

Executing Near-Term Strategic Priorities

Disciplined organic growth	Enhance profitability	Optimize operations, footprint and portfolio	Deliver free cash flow growth commitment	Deploy free cash flow
Growth in food and health & beauty end markets despite inflation	On track to deliver $85M of cost savings in 2026, an increase from prior $60M target	Croatia divestiture completed; additional proposed facility closures announced	Achieved $75M inventory reduction YTD; 2026 capital spending now expected below $450M	Paying down debt and continued shareholder return with established dividend

Clear Path to Value Creation

- Driving disciplined and sustainable growth through proactive commercial strategy and focused innovation
- Taking decisive actions to strengthen operational excellence and recover margins
- Optimizing footprint and portfolio on core competencies and highest return opportunities
- Generating 2026 Adjusted Cash Flow of $600M-$700M through inventory reduction, disciplined capital spending, and other efficiency initiatives
- Reducing leverage while continuing return of capital to shareholders with dividend and reinvestment back into the business

Leadership & Governance

An experienced leadership team and an engaged Board of Directors

Independent, Diverse, and Engaged Board

Robbert Rietbroek, 52
Chief Executive Officer

Director since 2026

- President and Chief Executive Officer of Graphic Packaging
- Former CEO and Director of Primo Brands Corp.

GLOBAL CONSUMER GOODS AND COMMERCIAL EXPERTISE

Larry Venturelli, 65
Independent Chairman

Director since 2016

- Former EVP, Chief Financial Officer, Corporate Controller, and Chief Accounting Officer of Whirlpool

CORPORATE FINANCE AND MANUFACTURING EXPERTISE

Aziz Aghili, 67
Independent Director

Director since 2022
A, C

- Former EVP and President of Heavy Vehicle Group of Dana
- Former VP and General Manager of Body Systems of Meritor

MANUFACTURING AND INT'L BUSINESS EXPERIENCE

Laurie Brlas, 68
Independent Director

Director since 2019
A, N

- Former EVP and Chief Financial Officer of Newmont Mining Corporation
- Former EVP and Chief Financial Officer of Cliffs Natural Resources

SENIOR EXECUTIVE AND GOVERNANCE EXPERTISE

Andrew Callahan, 60
Independent Director

Director since 2024
N*, C

- Operating Advisor for Clayton, Dublier & Rice
- Former President, Chief Executive Officer, and Executive Director of Hostess Brands

SENIOR EXECUTIVE AND M&A EXPERTISE

Robert Hagemann, 69
Independent Director

Director since 2014
A*, N

- Former SVP, Chief Financial Officer, and Corporate Controller of Quest Diagnostics

CORPORATE FINANCE AND M&A EXPERTISE

Alessandro Maselli, 54
Independent Director

Director since 2025
C

- Director, President and Chief Executive Officer of Catalent Pharma Solutions

SENIOR EXECUTIVE AND OPERATIONS EXPERTISE

Jeffrey Stafeil, 56
Independent Director

Director since 2026
A

- Director and CEO of RESRG Automotive
- Former CFO of Tenneco Incorporated and Adient plc.

SENIOR EXECUTVIVE AND FINANCE EXPERTISE

Lynn Wentworth, 67
Independent Director

Director since 2009
C*, N

- Former SVP, Chief Financial Officer, and Treasurer of BlueLinx
- Former VP and CFO of Communications Group of BellSouth

CORPORATE FINANCE AND GOVERNANCE EXPERTISE

A = Audit Committee **C** = Compensation and Management Development Committee **N** = Nominating and Corporate Governance Committee ***** = Chair

Joined Board in the last 4 years

Experienced Executive Team

Robbert Rietbroek
President & Chief Executive Officer

Tatiana Berardinelli
Executive VP, Chief Human Resources Officer

Ruth E. Dávila
VP, Global Communications

Scott Fallan
Senior VP and President, International

Daniel Fishbein
Executive VP, General Counsel & Secretary

Charles Lischer
Senior VP, Chief Accounting Officer & Interim CFO

Nikhil Narvekar
Senior VP & Chief Information Officer

Jean-Francois Roche
Senior VP & Chief Commercial Officer

Melanie Skijus
VP, Investor Relations

Jeff Stevens
Senior VP, Mills

Karel van der Mandele
Senior VP, Chief Transformation Officer

Joseph Yost
Executive VP & President, Americas

Skilled Board with the Right Experience

Skills and Experience	Aghili	Brlas	Callahan	Hagemann	Maselli	Rietbroek	Stafeil	Venturelli	Wentworth	Total
Senior Executive Leadership Experience (CEO, CFO or other top executive leading a division or corporate function)	✝	✝	✝	✝	✝	✝	✝	✝	✝	9 / 9 directors
Operations Experience (leading teams in complex manufacturing, logistics and supply chain activities)	✝	✝	✝	✝	✝	✝	✝	✝		8 / 9 directors
International Business Experience (managing non-US operations and personnel , customers and markets)	✝	✝	✝	✝	✝	✝	✝	✝		8 / 9 directors
Mergers and Acquisitions Experience (assessing potential acquisitions and structuring, negotiating and integrating significant acquisitions)	✝	✝	✝	✝	✝	✝	✝	✝	✝	9 / 9 directors
Innovation Management Experience (research and development and marketing and promotion of new products in varied markets)	✝		✝	✝	✝	✝		✝		6 / 9 directors
Cybersecurity Risk Management and IT Expertise (providing meaningful understanding of information technology systems and the mitigation of cybersecurity risks)	✝	✝		✝	✝	✝	✝		✝	7 / 9 directors
Human Capital Management Experience (identify, attract, compensate, retain and develop talent, create a high- performing, engaged company culture and manage succession program)	✝	✝	✝	✝	✝	✝	✝	✝	✝	9 / 9 directors
Environmental, Social and Governance (development and oversight of an effective corporate responsibility strategy, including disclosures and mitigation of legal and reputational risks)	✝	✝	✝	✝	✝	✝	✝	✝	✝	9 / 9 directors
Sustainability and Climate Risk Management Experience (implementation and oversight of an effective sustainability program, including climate risk management, and related disclosures)				✝	✝	✝	✝			4 / 9 directors
Years of Other Public Company Board Service (years of public company board service, excluding service on GPK Board)	6	39	5	30	2	2	8	-	30	Avg. 14 years

Oversight of Risk Management

Board of Directors

Responsible for reviewing, approving and monitoring business strategies and financial performance, ensuring processes are in place for maintaining the integrity of the Company in financial reporting, legal and ethical compliance matters, and in relationships with customers, suppliers, employees, the community and stockholders

Oversees areas of particular risk through its Audit Committee, Compensation and Management Development Committee and Nominating and Corporate Governance Committee, each of which provides a report to the full Board of Directors at each regular Board meeting

Audit Committee

- Oversees the quality and integrity of the Company's financial statements, performance of the internal audit function and adherence to legal and regulatory requirements
- Responsible for oversight of information security, controls and reporting
- Reviews material information with management and reports to the full Board

Compensation and Management Development Committee

- Oversees risks relating to compensation policies, practices and general standards
- Reviews and approves the incentive compensation arrangements for employees and the Company's executive officers
- Oversees the health and welfare plan offerings and retirement plans for all employees

Nominating and Corporate Governance Committee

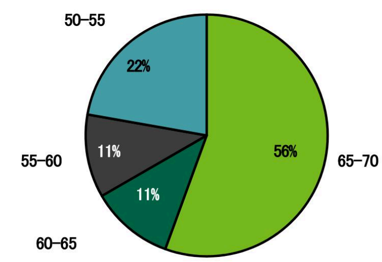
- Oversees Board and Committee succession and compensation
- Oversees guidelines including stockholding for directors and senior executives
- Reviews policies on sustainability matters and oversees sustainability programs and publications

Robust Governance Practices

Governance Highlights

- Independent directors: 8 of 9 (89%); 1 non-independent director (CEO)
- Separate CEO and independent Chair
- 4 new independent directors since 2022
- Each director attended at least 80% of Board & assigned committee meetings
- Average independent director tenure of ~7 years, in-line with the S&P 500 independent director average tenure
- Policy against hedging and pledging of securities
- Compensation aligned with performance; over 90% shareholder approval for the last five years

Director Age Distribution[1]



1. Ages as of 2026 Proxy Statement.

We Take Investor Feedback Seriously

Three governance changes sought by stockholders since 2024 have been put to a vote and all three are now in effect

How We Engage

- We engage regularly with shareholders to gather input on critical issues impacting our business and society
- Our CEO, CFO and members of our investor relations team maintain extensive ongoing contact with investors
- Our governance framework supports engagement: independent Board chair, majority vote and director resignation policy, and no supermajority voting provisions

Stockholder Support At The 2026 Annual Meeting

99.9%	90.7%	94.7%
Charter amendment to declassify the Board	Charter amendment for a 25% special meeting right	Advisory vote on executive compensation (say-on-pay)

Responsiveness To Stockholder Proposals: What We Heard And What We Did

What Stockholders Asked For	Board And Management Response	Stockholder Vote	Status
Eliminate supermajority voting provisions	Shareholder proposal approved with 88.7% support at the 2024 Annual Meeting. Management submitted a proposal at the 2025 Annual Meeting to amend the charter and by-laws to remove all supermajority voting provisions	90.9% support[1] (2025 Annual Meeting)	**In effect: simple majority voting since May 21, 2025**
Elect each director annually	Shareholder proposal approved with 96.0% support at the 2025 Annual Meeting. Management submitted a proposal at the 2026 Annual Meeting to declassify the Board, phased in over three years	99.9% support (2026 Annual Meeting)	**In effect: June 15, 2026; all directors elected annually from the 2029 Annual Meeting**
Allow holders of 10% of common stock to call a special meeting	Board submitted an alternative proposal setting a 25% ownership threshold, in line with S&P 500, Russell 1000 and peer practice	90.7% support for the 25% proposal	**In effect: 25% special meeting right since June 15, 2026**

Source: Graphic Packaging 2026, 2025, and 2024 Proxy Statements and Forms 8-K filed June 16, 2026 and May 22, 2025.
1. Support as a percentage of outstanding shares.

Sustainability

- *Central to who we are*
- *Essential to our customers*
- *What consumers want*

Sustainability Governance at Graphic Packaging

Two-tiered oversight: the Board, through the Nominating and Corporate Governance Committee, and Senior Management

Board of Directors	Provides oversight and direction. Oversight of sustainability matters and reporting is expressly delegated to the Nominating and Corporate Governance Committee, which considers emerging social and environmental trends, legislative and regulatory developments, and the Company's sustainability reporting.
CEO and Executive Leadership	Review and approve strategy, goals and resource plans. Drive progress on embedding sustainability into business and manufacturing processes and update the Board on direction and outcomes.
Sustainability Team	Team of experts that sponsor and partner with functional teams to drive execution and progress.

Develop Roadmaps And Execution Plans To Deliver Goals And Initiatives

Supply Chain	Product	Operations	Communications
Carbon footprint, logistics, forestry, supplier engagement	New innovation, footprint, end-of-life, customer engagement	Engagement, training, community, safety, climate, energy, waste, forests	Community engagement, customers, vendors, investors, employees

Source: Graphic Packaging 2026 Proxy Statement, "Oversight of Sustainability Matters."

2025 Impact Report Published

Progress across all pillars: Better Packaging, Better for People, and Better Future

BETTER PACKAGING	BETTER FOR PEOPLE	BETTER FUTURE
~880M Plastic packages replaced with paperboard packaging	**>18K** Employee engagement survey participants (82%)	**99%** Purchased forest products sustainably sourced
96% Packaging products sold Designed to be recyclable	**>1,100** Frontline leaders completed Spark training in 2025	**~49%** Global renewable electricity to be covered by two VPPAs[2]
>120 New patent applications filed	**$4M** Community investment	**~4%** Reduction in Scope 1 & 2 emissions
31 New product innovations launched	**98%** Facilities with Zero LIFE Injuries[1]	**~15%** Reduction in targeted Scope 3 SBT emissions

1. Defined as injury that results in a fatality or is life-threatening or life-altering.
2. US Virtual Power Purchase Agreement (VPPA) will start providing credits late 2027. EMEA project began operation in October 2025.

Graphic Packaging
HOLDING COMPANY