

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Roche Jean Francois</u> <hr/> (Last) (First) (Middle) <u>1500 RIVEREDGE PARKWAY</u> <u>SUITE 100</u> <hr/> (Street) <u>ATLANTA GA 30328</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/01/2019</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 _____ X Officer (give title below) Other (specify below) <u>SVP and President, EMEA</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X 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				
Service-Based Restricted Stock Units	02/23/2020 ⁽¹⁾	02/23/2020 ⁽²⁾	Common Stock	6,464	0.00	D
Performance-Based Restricted Stock Units	02/23/2020 ⁽¹⁾	02/23/2020 ⁽²⁾	Common Stock	12,926 ⁽³⁾	0.00	D
Service-Based Restricted Stock Units	02/22/2021 ⁽¹⁾	02/22/2021 ⁽²⁾	Common Stock	4,405	0.00	D
Performance-Based Restricted Stock Units	02/22/2021 ⁽¹⁾	02/22/2021 ⁽²⁾	Common Stock	10,132 ⁽³⁾	0.00	D
Service-Based Restricted Stock Units	02/21/2022 ⁽¹⁾	02/21/2022 ⁽²⁾	Common Stock	7,891	0.00	D
Performance-Based Restricted Stock Units	02/21/2022 ⁽¹⁾	02/21/2022 ⁽²⁾	Common Stock	15,781 ⁽³⁾	0.00	D

Explanation of Responses:

- The Restricted Stock Units vest and become payable in three equal annual installments on the first, second and third anniversaries of the date of grant, except in the event of death, disability, retirement or involuntary termination without cause.
- The Restricted Stock Units expire upon the conversion and payment in shares of the Company's Common Stock as described under "Date Exercisable".
- This number represents payout of the Performance Restricted Stock Units at target. Actual payout may be adjusted up or down depending upon achievement of performance targets.

Remarks:

/s/ Jean-Francois Roche By: Laura Lynn Church, Attorney-in-Fact 12/11/2019

** 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.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned's hereby makes, constitutes and appoints Lauren S. Tashma, Laura Lynn Church and Roseann M. Alexander as the undersigned's true and lawful attorney-in-fact to:

(1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an Officer and/or Director of Graphic Packaging Holding Company (the "Company"), Forms 3, 4 and 5 and any other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (a "Section 16 Form") and a Form ID and any other forms required to be filed or submitted in accordance with Regulations S-T promulgated by the United States Securities and Exchange Commission (or any successor provision) in order to file the Section 16 Forms electronically (a "Form ID"), and, together with the Section 16 Forms, a "Form");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of December, 2019.

/s/ Jean Francois Roche

Signature

Jean Francois Roche

Print Name

STATE OF GEORGIA

COUNTY OF FULTON

On this 4th day of December, 2019, Jean Francois Roche personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Cicely Breckenridge

Notary Public

October 13, 2020

My Commission Expires: