
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): July 24, 2018

GRAPHIC PACKAGING HOLDING COMPANY
(Exact name of registrant as specified in its charter)

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)

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))

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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 24, 2018, Graphic Packaging Holding Company (the “Company”) issued a press release reporting its second quarter 2018 results. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

As provided in General Instruction B.2 of Form 8-K, the information in this Item 2.02 and the exhibit contained in this Form 8-K are being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

Exhibit Number Description

99.1 [Press release dated July 24, 2018 reporting second quarter 2018 results](#)

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 thereunto duly authorized.

GRAPHIC PACKAGING HOLDING COMPANY

(Registrant)

Date: July 24, 2018

By: /s/ Lauren S. Tashma

Lauren S. Tashma

Executive Vice President, General Counsel and Secretary

Investor Contact: Alex Ovshey

Graphic Packaging Holding Company

404-710-8431

alex.ovshey@graphicpkg.com

Graphic Packaging Holding Company Reports Second Quarter 2018 Results

Highlights

- Q2 Net Sales were \$1,509.3 million versus \$1,094.7 million in the prior year period.
- Q2 Earnings per Diluted Share were \$0.16 versus \$0.14 in the prior year period.
- Q2 Adjusted Earnings per Diluted Share were \$0.18 versus \$0.15 in the prior year period.
- Q2 Net Income was \$49.4 million versus \$42.0 million in the prior year period.
- Q2 Adjusted EBITDA was \$235.8 million versus \$170.6 million in the prior year period.
- Integration of the SBS mill and foodservice converting assets remains on track; executing on targeted \$75 million of synergies that are expected to be achieved by the end of year three.
- Completed acquisition of PFP, LLC on June 12, 2018; expanding position in the growing paperboard-based air filter frame market.

ATLANTA, GA, July 24, 2018. Graphic Packaging Holding Company (NYSE: GPK), (the “Company”), a leading provider of packaging solutions to food, beverage, foodservice, and other consumer products companies, today reported Net Income for second quarter 2018 of \$49.4 million, or \$0.16 per share, based upon 311.3 million weighted average diluted shares. This compares to second quarter 2017 Net Income of \$42.0 million, or \$0.14 per share, based on 311.1 million weighted average diluted shares.

Second quarter 2018 Net Income was negatively impacted by a net \$5.1 million of special charges that are detailed in the attached Reconciliation of Non-GAAP Financial Measures table. When adjusting for these charges, Adjusted Net Income for the second quarter of 2018 was \$54.5 million, or \$0.18 per diluted share. This compares to second quarter 2017 Adjusted Net Income of \$46.4 million or \$0.15 per diluted share.

“We reported solid results in the second quarter reflecting strong performance improvements, steady volume, and continued favorable momentum from the solid bleached sulfate (SBS) mill and foodservice converting assets. Second quarter Adjusted EBITDA of \$236 million included a negative \$6 million impact from unplanned outages at our Augusta, Georgia, SBS mill, which occurred in late June and were associated with power interruption to the facility. The second quarter results met our expectations for the quarter before the impact of the unplanned outages,” said President and CEO Michael Doss.

“The business operated well in the quarter generating \$19 million in performance improvements. The integration of the SBS mill and foodservice converting assets remains on track, and we are executing on the targeted year one synergies, specifically SG&A reductions and paperboard integration. Pricing improved by \$8 million during the quarter reflecting the benefits of recent pricing initiatives. Importantly, we successfully implemented a second open market price increase this year for our coated recycled paperboard (CRB) grade during the quarter, and announced a second open market price increase in 2018 on our coated unbleached kraft paperboard (CUK) grade in July. We expect the successful open market paperboard price increases we achieved across our CRB, CUK, and SBS paperboard grades in the first quarter coupled with the continued positive pricing developments in the second quarter, will drive a positive pricing to commodity input cost relationship starting in the second half of 2018. We remain focused on offsetting our commodity input cost inflation with pricing initiatives over time, consistent with our long term track record.”

Operating Results

Net Sales

Net Sales increased 38% to \$1,509.3 million in the second quarter of 2018, compared to \$1,094.7 million in the prior year period. The \$414.6 million increase was driven by \$360.1 million of revenue from the SBS mill and foodservice converting assets, \$37.0 million of improved volume/mix related primarily to acquisitions, \$9.5 million of favorable foreign exchange, and \$8.0 million of higher pricing.

Attached is supplemental data highlighting Net Tons Sold for the first and second quarter of 2018 and for each quarter of 2017.

EBITDA

EBITDA for the second quarter of 2018 was \$227.2 million, or \$62.7 million higher than the second quarter of 2017. After adjusting both periods for business combinations and other special charges, Adjusted EBITDA increased 38% to \$235.8 million in the second quarter of 2018 from \$170.6 million in the second quarter of 2017. When comparing against the prior year quarter, Adjusted EBITDA in the second quarter of 2018 was positively impacted by \$54.5 million of Adjusted EBITDA from the SBS mill and foodservice converting assets, \$19.4 million of improved net operating performance, and \$8.0 million of higher pricing. These benefits were partially offset by \$11.6 million of commodity input cost inflation (primarily freight) and \$5.7 million of other inflation (primarily labor and benefits).

Other Results

Net Cash Used in Operating Activities was a negative \$300.2 million during the first half of 2018, compared to negative \$103.9 million during the first half of 2017. Adjusting for the new GAAP guidelines related to the classification of certain cash receipts and payments associated with our receivables securitization and sale programs and the cash payments associated with special charges, Adjusted Net Cash Provided by Operating Activities was a positive \$206.5 million during the first half of 2018, compared to a positive \$177.3 million during the first half of 2017.

Total Debt (Long-Term, Short-Term and Current Portion) decreased \$124.0 million during the second quarter of 2018 to \$2,987.8 million compared to the first quarter 2018. Total Net Debt (Total Debt, net of Cash and Cash Equivalents) decreased \$122.4 million during the second quarter of 2018 to \$2,936.9 million compared to the first quarter 2018. The Company's second quarter pro forma 2018 Net Leverage Ratio was 3.0 times Adjusted EBITDA compared to 3.3 times at the end of first quarter 2018.

At June 30, 2018, the Company had available global liquidity of \$1,164 million, including the undrawn availability under its global revolving credit facilities.

Net Interest Expense was \$30.3 million in the second quarter of 2018, up compared to the \$22.5 million reported in the second quarter of 2017, primarily reflecting the \$660 million of debt assumed from the combination with the SBS mill and foodservice converting assets and higher average borrowing rates.

Capital expenditures for the second quarter of 2018 were \$81.3 million compared to \$68.4 million in the second quarter of 2017.

Second quarter 2018 Income Tax Expense was \$18.5 million, compared to a \$23.6 million expense in the second quarter of 2017.

Please note that a tabular reconciliation of EBITDA, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net Income, Total Net Debt and pro forma Net Leverage Ratio is attached to this release.

Earnings Call

The Company will host a conference call at 10:00 am eastern time today (July 24, 2018) to discuss the results of Second quarter 2018. To access the conference call, please go to the Investor Relations section of the Graphic Packaging website: <http://www.graphicpkg.com> and click the audio webcast link. For those calling from within North America, dial 800-392-9489 at least 10 minutes prior to the start of the conference call (Conference ID #61299972). Supporting materials for our conference call have also been posted to the website. Replays of the call will be available for one week following the completion of the call and can be accessed by dialing 855-859-2056.

Forward Looking Statements

Any statements of the Company's expectations in this press release constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements, including but not limited to our expectation for a positive pricing to commodity input cost relationship, are based on currently available information and are subject to various risks and uncertainties that could cause actual results to differ materially from the Company's present expectations. These risks and uncertainties include, but are not limited to, inflation of and volatility in raw material and energy costs, continuing pressure for lower cost products, the Company's ability to implement its business strategies, including 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 net operating loss offset to taxable income. 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 required by law. Additional information regarding these and other risks is contained in the Company's periodic filings with the SEC.

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 paper-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 solid bleached sulfate paperboard, coated unbleached kraft paperboard and coated recycled 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.

GRAPHIC PACKAGING HOLDING COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
<i>In millions, except per share amounts</i>	2018	2017	2018	2017
Net Sales	\$ 1,509.3	\$ 1,094.7	\$ 2,985.3	\$ 2,156.2
Cost of Sales	1,273.4	920.9	2,526.9	1,810.5
Selling, General and Administrative	114.5	84.3	235.8	176.2
Other Expense (Income), Net	2.5	(0.4)	3.4	(0.6)
Business Combinations and Shutdown and Other Special Charges, Net	8.6	6.1	34.9	14.7
Income from Operations	110.3	83.8	184.3	155.4
Nonoperating Pension and Postretirement Benefit Income	4.1	3.8	8.3	7.7
Interest Expense, Net	(30.3)	(22.5)	(59.1)	(43.8)
Loss on Modification or Extinguishment of Debt	—	—	(1.9)	—
Income before Income Taxes and Equity Income of Unconsolidated Entity	84.1	65.1	131.6	119.3
Income Tax Expense	(18.5)	(23.6)	(23.6)	(41.2)
Income before Equity Income of Unconsolidated Entity	65.6	41.5	108.0	78.1
Equity Income of Unconsolidated Entity	0.4	0.5	0.7	0.9
Net Income	66.0	42.0	108.7	79.0
Net Income Attributable to Noncontrolling Interest	(16.6)	—	(29.4)	—
Net Income Attributable to Graphic Packaging Holding Company	\$ 49.4	\$ 42.0	\$ 79.3	\$ 79.0
Net Income Per Share Attributable to Graphic Packaging Holding Company — Basic	\$ 0.16	\$ 0.14	\$ 0.26	\$ 0.25
Net Income Per Share Attributable to Graphic Packaging Holding Company — Diluted	\$ 0.16	\$ 0.14	\$ 0.25	\$ 0.25
Weighted Average Number of Shares Outstanding - Basic	310.7	310.7	310.6	311.8
Weighted Average Number of Shares Outstanding - Diluted	311.3	311.1	311.3	312.5

GRAPHIC PACKAGING HOLDING COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

<i>In millions, except share and per share amounts</i>	June 30, 2018	December 31, 2017
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$ 50.9	\$ 67.4
Receivables, Net	701.2	422.8
Inventories, Net	989.9	634.0
Other Current Assets	74.4	45.7
Total Current Assets	1,816.4	1,169.9
Property, Plant and Equipment, Net	3,114.9	1,867.2
Goodwill	1,557.9	1,323.0
Intangible Assets, Net	507.5	436.5
Other Assets	82.6	66.4
Total Assets	\$ 7,079.3	\$ 4,863.0
LIABILITIES		
Current Liabilities:		
Short-Term Debt and Current Portion of Long-Term Debt	\$ 51.5	\$ 61.3
Accounts Payable	629.4	516.5
Other Accrued Liabilities	345.4	273.6
Total Current Liabilities	1,026.3	851.4
Long-Term Debt	2,924.3	2,213.2
Deferred Income Tax Liabilities	447.0	321.8
Other Noncurrent Liabilities	226.2	184.7
Redeemable Noncontrolling Interest	287.1	—
SHAREHOLDERS' EQUITY		
Preferred Stock, par value \$.01 per share; 100,000,000 shares authorized; no shares issued or outstanding	—	—
Common Stock, par value \$.01 per share; 1,000,000,000 shares authorized; 310,343,836 and 309,715,624 shares issued and outstanding at June 30, 2018 and December 31, 2017, respectively	3.1	3.1
Capital in Excess of Par Value	2,077.6	1,683.6
Accumulated Deficit	(23.3)	(56.0)
Accumulated Other Comprehensive Loss	(344.9)	(338.8)
Total Graphic Packaging Holding Company Shareholders' Equity	1,712.5	1,291.9
Noncontrolling Interest	455.9	—
Total Equity	2,168.4	1,291.9
Total Liabilities and Shareholders' Equity	\$ 7,079.3	\$ 4,863.0

GRAPHIC PACKAGING HOLDING COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

<i>In millions</i>	Six Months Ended	
	June 30,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	\$ 108.7	\$ 79.0
Non-cash Items Included in Net Income:		
Depreciation and Amortization	221.1	150.2
Deferred Income Taxes	7.6	30.7
Amount of Postretirement Expense Less Than Funding	(1.9)	(15.4)
Other, Net	23.0	(4.5)
Changes in Operating Assets and Liabilities	(658.7)	(343.9)
Net Cash Used in Operating Activities	(300.2)	(103.9)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital Spending	(167.3)	(135.8)
Packaging Machinery Spending	(6.1)	(8.7)
Acquisition of Businesses, Net of Cash Acquired	3.4	—
Beneficial Interest on Sold Receivables	624.0	284.5
Beneficial Interest Obtained in Exchange for Proceeds	(150.9)	(15.5)
Other, Net	(3.4)	(2.3)
Net Cash Provided by Investing Activities	299.7	122.2
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repurchase of Common Stock	—	(59.6)
Payments on Debt	(134.1)	(12.5)
Borrowings under Revolving Credit Facilities	961.1	502.3
Payments on Revolving Credit Facilities	(779.4)	(449.0)
Repurchase of Common Stock related to Share-Based Payments	(4.1)	(10.0)
Debt Issuance Costs	(7.9)	—
Dividends and Distributions Paid	(52.5)	(46.9)
Other, Net	1.7	9.1
Net Cash Used in Financing Activities	(15.2)	(66.6)
Effect of Exchange Rate Changes on Cash	(0.8)	1.7
Net Decrease in Cash and Cash Equivalents	(16.5)	(46.6)
Cash and Cash Equivalents at Beginning of Period	67.4	59.1
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 50.9	\$ 12.5

GRAPHIC PACKAGING HOLDING COMPANY
Reconciliation of Non-GAAP Financial Measures

The tables below set forth the calculation of the Company's earnings before interest expense, income tax expense, equity income of unconsolidated entities, depreciation and amortization, including pension amortization ("EBITDA"), Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income, Adjusted Net Cash Provided by Operating Activities, Net Leverage Ratio and Total Net Debt. Adjusted EBITDA and Adjusted Net Income exclude charges associated with: the Company's business combinations, facility shutdowns and other special charges. The Company's management believes that the presentation of EBITDA, Adjusted EBITDA, Adjusted Net Income, Adjusted Net Cash Provided by Operating Activities, and Net Leverage Ratio provides useful information to investors because these measures are regularly used by management in assessing the Company's performance. EBITDA, Adjusted EBITDA, Adjusted Net Income, Adjusted Net Cash Provided by Operating Activities, and Net Leverage Ratio are financial measures not calculated in accordance with generally accepted accounting principles in the United States ("GAAP"), and are not measures of net income, operating income, operating performance or liquidity presented in accordance with GAAP.

EBITDA, Adjusted EBITDA, Adjusted Net Income, Adjusted Net Cash Provided by Operating Activities, and Net Leverage Ratio 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, our EBITDA, Adjusted EBITDA, Adjusted Net Income, Adjusted Net Cash Provided by Operating Activities, and Net Leverage Ratio may not be comparable to Adjusted EBITDA or similarly titled measures utilized by other companies since such other companies may not calculate such measures in the same manner as we do.

<i>In millions, except per share amounts</i>	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Net Income Attributable to Graphic Packaging Holding Company	\$ 49.4	\$ 42.0	\$ 79.3	\$ 79.0
Add (Subtract):				
Net Income Attributable to Noncontrolling Interest	16.6	—	29.4	—
Income Tax Expense	18.5	23.6	23.6	41.2
Equity Income of Unconsolidated Entity	(0.4)	(0.5)	(0.7)	(0.9)
Interest Expense, Net	30.3	22.5	59.1	43.8
Depreciation and Amortization	112.8	76.9	224.1	153.7
EBITDA	227.2	164.5	414.8	316.8
Gain on Sale of Assets	—	—	(1.5)	—
Charges Associated with Business Combinations and Shutdown and Other Special Charges ^(a)	8.6	6.1	51.4	14.7
Loss on Modification or Extinguishment of Debt	—	—	1.9	—
Adjusted EBITDA	\$ 235.8	\$ 170.6	\$ 466.6	\$ 331.5
Adjusted EBITDA Margin (Adjusted EBITDA/Net Sales)	15.6%	15.6%	15.6%	15.4%
Net Income Attributable to Graphic Packaging Holding Company	\$ 49.4	\$ 42.0	\$ 79.3	\$ 79.0
Gain on Sale of Assets	—	—	(1.5)	—
Charges Associated with Business Combinations and Shutdown and Other Special Charges ^(a)	8.6	6.1	51.4	14.7
Loss on Modification or Extinguishment of Debt	—	—	1.9	—
Tax Impact of Business Combinations, Shutdown and Other Special Charges, and Loss on Modification or Extinguishment of Debt	(1.8)	(1.7)	(11.2)	(4.6)
Noncontrolling Interest, Net of Tax	(1.7)	—	(7.1)	—
Adjusted Net Income Attributable to Graphic Packaging Holding Company	\$ 54.5	\$ 46.4	\$ 112.8	\$ 89.1
Adjusted Earnings Per Share - Basic	\$ 0.18	\$ 0.15	\$ 0.36	\$ 0.29
Adjusted Earnings Per Share - Diluted	\$ 0.18	\$ 0.15	\$ 0.36	\$ 0.29

^(a) For the Six Months Ended June 30, 2018, \$15.0 million is recorded in costs of sales for inventory valuation adjustments related to business combinations.

GRAPHIC PACKAGING HOLDING COMPANY
Reconciliation of Non-GAAP Financial Measures
(Continued)

<i>In millions</i>	Twelve Months Ended		
	June 30, 2018	June 30, 2017	December 31, 2017
Net Income	\$ 300.5	\$ 171.7	\$ 300.2
Add (Subtract):			
Net Income Attributable to Noncontrolling Interest	29.4	—	—
Income Tax (Benefit) Expense	(63.1)	91.1	(45.5)
Equity Income of Unconsolidated Entities	(1.5)	(1.8)	(1.7)
Interest Expense, Net	105.0	85.3	89.7
Depreciation and Amortization	407.7	322.9	337.3
EBITDA	778.0	669.2	680.0
Charges Associated with Business Combinations and Shutdown and Other Special Charges	74.5	37.5	35.9
Gain on Sale of Assets, Net	(5.2)	—	(3.7)
Loss on Modification or Extinguishment of Debt	—	—	—
Adjusted EBITDA	847.3	706.7	712.2
EBITDA Attributable to NACP from July 1, 2017 to December 31, 2017	127.0	—	—
Adjusted EBITDA for Purposes of Calculating Net Leverage Ratio	\$ 974.3	\$ 706.7	\$ 712.2
	June 30, 2018	June 30, 2017	December 31, 2017
Calculation of Net Debt:			
Short-Term Debt and Current Portion of Long-Term Debt	\$ 51.5	\$ 47.5	\$ 61.3
Long-Term Debt ^(a)	2,936.3	2,179.9	2,225.7
Less:			
Cash and Cash Equivalents	(50.9)	(12.5)	(67.4)
Total Net Debt	\$ 2,936.9	\$ 2,214.9	\$ 2,219.6
Net Leverage Ratio (Total Net Debt/Adjusted EBITDA)	3.01	3.13	3.12

^(a) Excludes unamortized deferred debt issue costs.

<i>In millions</i>	Six Months Ended	
	June 30, 2018	June 30, 2017
Net Cash Used in Operating Activities	\$ (300.2)	\$ (103.9)
Net Cash Receipts from Receivables Sold included in Investing Activities	473.1	269.0
Cash Payments Associated with Business Combinations and Shutdown and Other Special Charges	33.6	12.2
Adjusted Net Cash Provided by Operating Activities	\$ 206.5	\$ 177.3

GRAPHIC PACKAGING HOLDING COMPANY
Unaudited Supplemental Data

	Three Months Ended			
	March 31,	June 30,	September 30,	December 31,
2018				
<i>Net Tons Sold (000's)</i>	963.7	961.1	—	—
2017				
<i>Net Tons Sold (000's)</i>	726.8	733.9	743.1	720.0