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**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): February 27, 2020

**GRAPHIC PACKAGING HOLDING COMPANY  
GRAPHIC PACKAGING INTERNATIONAL, LLC**

(Exact name of registrant as specified in its charter)

Delaware

001-33988

26-0405422

Delaware

033-80475

84-0772929

(State or other jurisdiction of incorporation)

(Commission File Number)

(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))

**Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:**

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
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 8.01. Other Events.**

On February 27, 2020, Graphic Packaging Holding Company (the “Company”) announced that through its primary U.S. operating company, Graphic Packaging International, LLC, it has entered into a definitive agreement to acquire the Consumer Packaging Group business from Greif, Inc. In addition, the Company also reaffirmed its guidance for 2020 Adjusted EBITDA and cash flow previously provided on the fourth quarter and full year 2019 financial results call held on January 28, 2020. The press release regarding the acquisition and the reaffirmed 2020 guidance is attached hereto as Exhibit 99.1.

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

- |             |   |
|-------------|---|
| <b>99.1</b> | <a href="#">Press release of Graphic Packaging Holding Company dated February 27, 2020.</a> |
| 104         | Cover Page Interactive Data File (embedded within the Inline XBRL document)                 |



SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GRAPHIC PACKAGING HOLDING COMPANY  
GRAPHIC PACKAGING INTERNATIONAL, LLC  
(Registrants)

Dated: February 27, 2020

By: /s/ Lauren S. Tashma

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Lauren S. Tashma  
Executive Vice President, General Counsel and Secretary

Investor Contact: Melanie Skijus  
Graphic Packaging Holding Company  
770-240-8542  
Melanie.Skijus@graphicpkg.com

**Graphic Packaging Holding Company Signs Definitive Agreement to Acquire the Consumer Packaging Group Business from Greif, Inc.; Reaffirms 2020 Guidance**

Atlanta, GA, February 27, 2020 – Graphic Packaging Holding Company (NYSE: GPK) (“Graphic Packaging” or the “Company”), a leading provider of packaging solutions to food, beverage, foodservice, and other consumer products companies, through its primary U.S. operating company, Graphic Packaging International, LLC., announced today it has entered into a definitive agreement to acquire the Consumer Packaging Group business from Greif, Inc. for approximately \$85 million. The transaction is expected to close in the first quarter of 2020, subject to standard closing conditions. Graphic Packaging will acquire seven converting facilities across the U.S. that produce over \$200 million in annual revenue. The business is expected to generate approximately \$20 million in annualized EBITDA, including synergies, over the 24-month period after the successful completion of the acquisition.

President and CEO Mike Doss said, “We are excited to announce the acquisition of the Consumer Packaging Group business from Greif, Inc. The transaction further diversifies our end-markets and enhances our service capabilities to growing mid-sized consumer goods and food service customers.” Doss added, “The continued strategic investments we are making in our integrated mill and converting platform reflect our commitment to existing and new customers to provide the industry’s most efficient production of the highest quality paperboard into sustainable packaging solutions.”

Graphic Packaging has also assessed the impact of recently announced RISI Pulp and Paper market price changes and its current expectations for commodity input cost inflation. The Company remains committed to its 2020 Adjusted EBITDA and cash flow guidance provided on the fourth quarter and full year 2019 financial results call held January 28, 2020. Graphic Packaging will update 2020 projections to include the Consumer Packaging Group acquisition from Greif, Inc. after the successful completion of the transaction.

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## **Forward Looking Statements**

Any statements of the Company's expectations in this press release, including but not limited to the timing and terms for the acquisition of the Consumer Packaging Group business from Greif, Inc. and its projected revenue and profitability, constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements 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 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).