SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
LeBeau Scott	GRAPHIC PACKAGING HOLDING CO [GPK]	(Check all applicable)

(Last)	(First)	(Middle)
1500 RIVEREDGE PARKWAY, N.W.		

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2026

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

EVP, Paperboard Manufacturing

(Street)		
ATLANTA	GA	30328

4. 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

(City)	(State)	(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Service-Based Restricted Stock Units	$0	02/25/2026		A		17,191		(1)	(2)	Common Stock	17,191	$0	17,191	D	

Explanation of Responses:

1. 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, except in the event of death, disability, retirement, involuntary termination or change in control.
2. The Service-Based Restricted Stock Units expire upon their conversion and payment in shares of the Company's Common Stock as described under "Date Exerciseable."

Remarks:
The grant of Service-Based Restricted Stock Units is 1/3 of a total grant that includes Performance-Based Restricted Stock Units, which are reportable upon settlement.

/s/ Scott LeBeau, by Laura Lynn Church, Attorney-in-Fact	02/26/2026
** Signature of Reporting Person	Date