

GRAPHIC PACKAGING HOLDING CO
 Form 3
 March 20, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|--|---|--|--|---|
| 1. Name and Address of Reporting Person * TPG Advisors IV, Inc. (Last) (First) (Middle) C/O TPG CAPITAL, L.P., 301 COMMERCE STREET, SUITE 3300 (Street) FORT WORTH, TX 76102 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/10/2008 | 3. Issuer Name and Ticker or Trading Symbol GRAPHIC PACKAGING HOLDING CO [GPK] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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) |
|--|--|---|---|
| Common stock, par value \$0.01 per share | 132,158,875 | I | See Explanation of Responses ⁽¹⁾ <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: |
|------------------|-----------------|-------|----------------------------|------------------------------|----------------------------|
| | | | | | Direct (D) or Indirect (I) |

(Instr. 4)

(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TPG Advisors IV, Inc. C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | ^ | ^ X | ^ | ^ |
| TPG Advisors V, Inc. C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | ^ | ^ X | ^ | ^ |
| BONDERMAN DAVID C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | ^ | ^ X | ^ | ^ |
| COULTER JAMES G C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Clive D. Bode, Vice President and Secretary TPG Advisors IV, Inc. | 03/20/2008 |
| __Signature of Reporting Person | Date |
| /s/ Clive D. Bode, Vice President and Secretary TPG Advisors V, Inc. | 03/20/2008 |
| __Signature of Reporting Person | Date |
| /s/ Clive D. Bode, on behalf of David Bonderman (3)(4) | 03/20/2008 |
| __Signature of Reporting Person | Date |
| /s/ Clive D. Bode, on behalf of James G. Coulter (3)(4) | 03/20/2008 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) TPG Advisors IV, Inc., a Delaware corporation, is the general partner of TPG GenPar IV, L.P., a Delaware limited partnership, which is the sole general partner of each of TPG Bluegrass IV - AIV 1, L.P. and TPG Bluegrass IV - AIV 2, L.P. (collectively, the "TPG IV Funds"). Collectively, the TPG IV Funds directly hold 66,079,438 shares of Graphic Packaging Holding Company's common stock (the

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"Common Stock"). TPG Advisors V, Inc., a Delaware corporation, is the general partner of TPG GenPar V, L.P., a Delaware limited partnership, which is the sole general partner of each of TPG Bluegrass V - AIV 1, L.P., TPG Bluegrass V - AIV 2, L.P., TPG FOF V - A, L.P. and TPG FOF V - B, L.P. (collectively, the "TPG V Funds" and together with the TPG IV Funds, the "TPG Funds"). Collectively, the TPG V Funds directly hold 66,079,437 shares of Common Stock. David Bonderman and James G. Coulter are directors, officers and sole shareholders of TPG Advisors IV, Inc. and TPG Advisors V, Inc.

- (2) David Bonderman, James G. Coulter, TPG Advisors IV, Inc. and TPG Advisors V, Inc. (collectively, the "Reporting Persons") may be deemed to beneficially own the securities directly owned by the TPG Funds to the extent of the greater of their direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by the TPG Funds in excess of such amounts.

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Remarks:

(3)Â Â Messrs.Â BondermanÂ andÂ Coulter,Â TPGÂ AdvisorsÂ IV,Â Inc.Â andÂ TPGÂ AdvisorsÂ V,Â Inc.Â areÂ jointly

(4)Â Â CliveÂ D.Â BodeÂ isÂ signingÂ onÂ behalfÂ ofÂ bothÂ Messrs.Â BondermanÂ andÂ CoulterÂ pursuantÂ toÂ auth

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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