

GRAPHIC PACKAGING HOLDING CO  
Form 8-K  
February 18, 2014

**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 11, 2014**

**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)**  
**1500 Riveredge Parkway, Suite 100**

**26-0405422**  
**(IRS Employer**

**Identification No.)**

**Atlanta, Georgia 30328**

**(Address of principal executive offices)**

**(770) 644-3000**

**(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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On February 11, 2014, Graphic Packaging Holding Company (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc. (the Underwriter ) and certain selling stockholders named therein (the Selling Stockholders ). Pursuant to the Underwriting Agreement, the Selling Stockholders agreed to sell to the Underwriter 30,000,000 shares of the Company s common stock, \$0.01 par value per share ( Common Stock ), at a price of \$9.85 per share. The Underwriting Agreement contains customary representations, warranties, and covenants of the Company and also provides for customary indemnification by each of the Company, the Selling Stockholders, and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

The sale of the Common Stock by the Selling Stockholders was made pursuant to the Company s Registration Statement on Form S-3 (Registration No. 333-176606), including a prospectus supplement dated February 12, 2014 to the prospectus contained therein dated August 31, 2011, filed by the Company with the Securities and Exchange Commission pursuant to Rule 424(b)(7) under the Securities Act of 1933, as amended. The sale of the Common Stock closed on February 18, 2014.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated by reference into this Item 1.01.

**Item 9.01. Financial Statements and Exhibits.**

- 1.1 Underwriting Agreement, dated February 11, 2014, among the Company, the Selling Stockholders, and Citigroup Global Markets Inc.
- 5.1 Opinion of Alston & Bird LLP.
- 23.1 Consent of Alston & Bird LLP (included as part of Exhibit 5.1).

**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 hereunto duly authorized.

Date: February 18, 2014

By: /s/ Stephen A. Hellrung  
Stephen A. Hellrung  
Senior Vice President, General Counsel and  
Secretary

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