

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

Form 10-K/A  
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

COMMISSION FILE NUMBER: 001-33988

Graphic Packaging Holding Company

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

26-0405422  
(I.R.S. employer  
identification no.)

814 Livingston Court, Marietta, Georgia  
(Address of principal executive offices)

30067  
(Zip Code)

(770) 644-3000

Registrant's telephone number, including area code:

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

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$0.01 par value per share	New York Stock Exchange
Series A Junior Participating Preferred Stock	New York Stock Exchange
Purchase Rights Associated with the Common Stock	

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of voting and non-voting common equity held by non-affiliates at June 30, 2009 was \$142.5 million.

As of February 19, 2010, there were 343,247,088 shares of the registrant's Common Stock, \$0.01 par value per share outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Not applicable.

#### EXPLANATORY NOTE

This Amendment No. 1 amends the Annual Report on Form 10-K for the year ended December 31, 2009 of Graphic Packaging Holding Company (the “Company”), which was filed with the Securities and Exchange Commission on February 23, 2010 (the “Original Filing”). The Company is filing this Amendment No. 1 for the sole purpose of correcting the consent of PricewaterhouseCoopers LLP, which was included in Exhibit 23.1 to the Original Filing.

Except as described above, this Amendment No. 1 does not amend any other information set forth in the Original Filing and the Company has not updated disclosures included therein to reflect any events that may have occurred subsequent to February 23, 2010.

#### PART IV

##### ITEM 15 — EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

###### (b) Exhibits

- 23.1 Consent of Ernst & Young LLP and PricewaterhouseCoopers LLP
- 31.1 Certification required by Rule 13a-14(a)
- 31.2 Certification required by Rule 13a-14(a)
- 32.1 Certification required by Section 1350 of Chapter 63 of Title 18 of the United States Code
- 32.2 Certification required by Section 1350 of Chapter 63 of Title 18 of the United States Code

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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 as of the 11th day of June, 2010.

GRAPHIC PACKAGING HOLDING COMPANY  
(Registrant)

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

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements (Form S-8 No. 333-162912 and No. 333-149625) of Graphic Packaging Holding Company of our reports dated February 23, 2010 with respect to the consolidated financial statements and schedule of Graphic Packaging Holding Company, and the effectiveness of internal control over financial reporting of Graphic Packaging Holding Company, included in this Annual Report (Form 10-K) for the year ended December 31, 2009.

/s/ ERNST & YOUNG LLP  
Atlanta, Georgia  
February 23, 2010

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-162912 and No. 333-149625) of Graphic Packaging Holding Company (formerly known as Graphic Packaging Corporation) of our report dated February 28, 2008, except as to the reporting segment revision as described in Note 18 "Business Segment and Geographic Area Information" to which the date is March 4, 2009, relating to the consolidated financial statements and financial statement schedule, which appear in the Annual Report on Form 10-K, as amended by this Form 10-K/A.

/s/ PRICEWATERHOUSECOOPERS LLP  
\_\_\_\_\_  
PricewaterhouseCoopers LLP  
Atlanta, Georgia  
June 11, 2010

**CERTIFICATION**

I, David W. Scheible certify that:

1. I have reviewed this amendment to the Annual Report on Form 10-K of Graphic Packaging Holding Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

/s/ David W. Scheible

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David W. Scheible,  
President and Chief Executive Officer  
(Principal Executive Officer)  
June 11, 2010

**CERTIFICATION**

I, Daniel J. Blount certify that:

1. I have reviewed this amendment to the Annual Report on Form 10-K of Graphic Packaging Holding Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

/s/ Daniel J. Blount

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Daniel J. Blount  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)  
June 11, 2010

**CERTIFICATION**  
**Pursuant to 18 United States Code Section 1350,**  
**As adopted pursuant to Section 906 of the**  
**Sarbanes-Oxley Act of 2002**

The undersigned hereby certifies that, to my knowledge, the amendment to the Annual Report on Form 10-K for the period ended December 31, 2009 of Graphic Packaging Holding Company (the "Company") filed with the Securities and Exchange Commission on the date hereof fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David W. Scheible

Name: David W. Scheible

Title: President and Chief Executive Officer

June 11, 2010

**CERTIFICATION**  
**Pursuant to 18 United States Code Section 1350,**  
**As adopted pursuant to Section 906 of the**  
**Sarbanes-Oxley Act of 2002**

The undersigned hereby certifies that, to my knowledge, the amendment to the Annual Report on Form 10-K for the period ended December 31, 2009 of Graphic Packaging Holding Company (the "Company") filed with the Securities and Exchange Commission on the date hereof fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Daniel J. Blount

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Name: Daniel J. Blount

Title: Senior Vice President and Chief Financial Officer

June 11, 2010