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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): May 13, 2009

**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)

**26-0405422**

(I.R.S. Employer  
Identification No.)

**814 Livingston Court  
Marietta, Georgia 30067**

(Address of principal executive offices)  
(Zip Code)

**(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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the Annual Meeting of Stockholders held on May 13, 2009, the Company's stockholders approved amendments to the Graphic Packaging Corporation 2004 Stock and Incentive Compensation Plan (i) to increase the number of shares of Graphic Packaging Holding Company's common stock that may be granted pursuant to awards by 12,000,000 shares; (ii) to reapprove and add to a list of qualified business criteria for performance-based awards; and (iii) to make other conforming changes. A description of the material terms of the Graphic Packaging Holding Company Amended and Restated 2004 Stock and Incentive Compensation Plan was included in the Company's Definitive Proxy Statement on Schedule 14A (File No. 001-33988) as filed with the Securities and Exchange Commission on April 23, 2009.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibits**

- 99.1            Graphic Packaging Holding Corporation Amended and Restated 2004 Stock and Incentive Compensation Plan (incorporated herein by reference to Appendix A of the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-33988) filed with the Securities and Exchange Commission on April 23, 2009).
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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 thereunto duly authorized.

GRAPHIC PACKAGING HOLDING COMPANY  
(Registrant)

Date: May 19, 2009

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