
**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 6, 2024

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
(IRS Employer
Identification No.)

**1500 Riveredge Parkway, Suite 100
Atlanta, Georgia 30328**
(Address of principal executive offices)

(770) 240-7200
(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))

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, \$0.01 par value per share	GPK	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
 - If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.
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Item 7.01 Regulation FD Disclosure

On March 20, 2024, the Company engaged BofA Securities, Inc. as joint lead arranger and joint book runner for the amendment and extension of its senior secured credit facility (the “Amendment and Restatement Transaction”). The Amendment and Restatement Transaction seeks to, among other things, extend the maturity of its senior secured credit facility to the fifth anniversary of the effectiveness of the Amendment and Restatement Transaction and modify certain negative covenants under its senior secured credit facility to provide additional operational flexibility to the Company. The Company has obtained the necessary commitments and consents from the existing lenders to effect the Amendment and Restatement Transaction and expects to complete the Amendment and Restatement Transaction on or about June 1, 2024. However, the consummation of the Amendment and Restatement Transaction remains subject to market conditions and other customary closing conditions, and may not be consummated on the timeline or on the terms contemplated herein, if at all. As the final terms and conditions of the Amendment and Restatement Transaction have not been finalized, the final terms and conditions may differ from those terms and conditions described herein and any such differences may be significant.

The information in this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such a filing.

Item 8.01 Other Events

On May 6, 2024, Graphic Packaging International, LLC, the primary operating subsidiary of Graphic Packaging Holding Company (the “Company”), launched an offering to sell \$500.0 million aggregate principal amount of its senior notes due 2032 (the “Senior Notes”) in a private offering in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, subject to market and other conditions. The Company expects to use the proceeds from the offering of the Senior Notes to repay a portion of the outstanding borrowings under its domestic senior secured revolving credit facility under its senior secured credit facility, to pay fees and expenses incurred in connection with the offering of the Senior Notes and, to the extent there are any remaining proceeds therefrom, for general corporate purposes. A copy of the press release announcing this matter is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

(99.1) [Press Release dated May 6, 2024.](#)

(104) Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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.

GRAPHIC PACKAGING HOLDING COMPANY
(Registrant)

By: /s/ Lauren S. Tashma
Lauren S. Tashma
Executive Vice President, General Counsel and
Secretary

Dated: May 6, 2024

Graphic Packaging Announces Proposed Senior Notes Offering

ATLANTA, May 6, 2024 / PRNewswire / — Graphic Packaging International, LLC (“Graphic Packaging”), a direct wholly-owned subsidiary of Graphic Packaging International Partners, LLC (“Parent”) and the primary operating subsidiary of Graphic Packaging Holding Company (NYSE: GPK), announced today that it launched an offering to sell \$500 million aggregate principal amount of its senior notes due 2032 (the “Senior Notes”) in a private offering in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), subject to market and other conditions.

The Senior Notes will be senior unsecured obligations of Graphic Packaging. The Senior Notes will be guaranteed by Parent and Field Container Queretaro (USA), L.L.C., as well as by any of Graphic Packaging’s additional existing and future material domestic subsidiaries that guarantee obligations under its Fourth Amended and Restated Credit Agreement, as amended, by and among Graphic Packaging and certain of its subsidiaries as Borrowers, the lenders and agents named therein, and Bank of America, N.A., as Administrative Agent, dated as of April 1, 2021 (the “Fourth Amended and Restated Credit Agreement”), and its existing senior notes due 2024, 2026, 2027, 2028, 2029, and 2030.

Graphic Packaging expects to use the net proceeds from the offering to repay a portion of the outstanding borrowings under its domestic senior secured revolving credit facility under its senior secured credit facility, to pay fees and expenses incurred in connection with the offering of the Senior Notes and, to the extent there are any remaining proceeds therefrom, for general corporate purposes.

The Senior Notes and the related guarantees will be offered and sold only to persons reasonably believed to be qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act and outside the United States, to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Senior Notes and the related guarantees have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the Senior Notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

About Graphic Packaging Holding Company

Graphic Packaging Holding Company (the “Company”) (NYSE: GPK), headquartered in Atlanta, Georgia, designs and produces consumer packaging that makes a world of difference. An industry leader in innovation, the Company is committed to reducing the environmental footprint of consumer packaging. The Company operates a global network of design and manufacturing facilities serving the world’s most widely recognized brands in food, beverage, foodservice, household, and other consumer products. Learn more at www.graphicpkg.com.

Forward-Looking Statements

Any statements of the Company's expectations in this press release constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements, including but not limited to those regarding the offering and the use of proceeds therefrom, are based on currently available information and are subject to various risks and uncertainties that could cause actual results to differ materially from the Company's present expectations. These risks and uncertainties include, but are not limited to, market conditions affecting the offering. Undue reliance should not be placed on such forward-looking statements, as such statements speak only as of the date on which they are made and the Company undertakes no obligation to update such statements, except as required by law. Additional information regarding these and other risks is contained in the Company's filings with the Securities and Exchange Commission.