

PACKAGING CORP OF AMERICA
Form FWP
December 11, 2017

Filed pursuant to Rule 433

Dated December 11, 2017

Relating to

Preliminary Prospectus Supplement dated December 11, 2017 to

Prospectus dated December 11, 2017

Registration Statement No. 333-221917

Packaging Corporation of America

\$500,000,000 2.450% Senior Notes Due 2020 (the 2020 Notes)

\$500,000,000 3.400% Senior Notes Due 2027 (the 2027 Notes)

Pricing Term Sheet

December 11, 2017

Terms Applicable to Each Series of Notes

Issuer:	Packaging Corporation of America
Ratings (Moody's / S&P)*:	Moody's: Baa2 / S&P: BBB
Security Type:	Senior Unsecured Notes
Pricing Date:	December 11, 2017
Settlement Date:	December 13, 2017 (T+2)
Interest Payment Dates:	Semi-annually on June 15 and December 15 of each year, beginning on June 15, 2018
Record Dates:	June 1 and December 1

Terms Applicable to the 2020 Notes

Principal Amount:	\$500,000,000
Maturity Date:	December 15, 2020
Benchmark Treasury:	1.750% due November 15, 2020
Benchmark Treasury Price:	99-15
Benchmark Treasury Yield:	1.937%
	+55 basis points

Spread to Benchmark

Treasury:

Yield to Maturity: 2.487%

Coupon: 2.450%

Public Offering Price: 99.893% of the principal amount

Optional Redemption

Make-Whole Call: Treasury Rate plus 10 basis points

CUSIP / ISIN: 695156 AS8 / US695156AS80

Terms Applicable to the 2027 Notes

Principal Amount: \$500,000,000

Maturity Date: December 15, 2027

Benchmark Treasury: 2.250% due November 15, 2027

Benchmark Treasury Price: 98-25
 Benchmark Treasury Yield: 2.389%
 Spread to Benchmark Treasury: +105 basis points
 Yield to Maturity: 3.439%
 Coupon: 3.400%
 Public Offering Price: 99.672% of the principal amount
 Optional Redemption
 Make-Whole Call: Treasury Rate plus 20 basis points (prior to September 15, 2027)
 Par Call: On or after September 15, 2027
 CUSIP / ISIN: 695156 AT6 / US695156AT63

Joint Book-Running Managers: Deutsche Bank Securities Inc.
 Well Fargo Securities, LLC
 Co-Managers: BMO Capital Markets Corp.
 Citigroup Global Markets Inc.
 J.P. Morgan Securities LLC
 Merrill Lynch, Pierce, Fenner & Smith

Incorporated

PNC Capital Markets LLC

The Williams Capital Group, L.P.

BB&T Capital Markets, a division of BB&T Securities, LLC

Mizuho Securities USA LLC

U.S. Bancorp Investments, Inc.

* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

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