

GRAPHIC PACKAGING HOLDING CO  
Form 8-K  
August 26, 2009

**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): August 20, 2009**

**GRAPHIC PACKAGING HOLDING COMPANY**  
(Exact name of registrant as specified in its charter)

**Delaware**

**001-33988**

**26-0405422**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**814 Livingston Court  
Marietta, Georgia 30067**

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

On August 20, 2009, Graphic Packaging International, Inc. ( GPII ), a wholly-owned subsidiary of Graphic Packaging Holding Company (the Company ), completed the issuance and sale of \$180.0 million aggregate principal amount of its 9.50% senior notes due 2017 (the Senior Notes ) in a previously announced private offering in reliance on Rule 144A and Regulation S under the Securities Act of 1933, as amended.

Supplemental Indenture

The Senior Notes were issued pursuant to the Indenture, dated as of June 16, 2009 (the Base Indenture ), as supplemented by the First Supplemental Indenture, dated as of August 20, 2009 (together, the Indenture ), by and among GPII, the guarantors listed therein and U.S. Bank National Association, as Trustee. The Base Indenture was filed on June 18, 2009 with the Securities and Exchange Commission as Exhibit 4.1 to the Company s Current Report on Form 8-K. A copy of the First Supplemental Indenture is filed as Exhibit 4.1 to this Current Report on Form 8-K and incorporated herein by reference. The Senior Notes will be treated together with the 9.50% senior notes due 2017 issued by GPII on June 16, 2009 (the existing 2017 notes ) as a single class of securities under the Indenture.

Registration Rights Agreement

In addition, on August 20, 2009, the Company entered into a Registration Rights Agreement with Banc of America Securities LLC. Pursuant to the Registration Rights Agreement, GPII has agreed to use its reasonable best efforts to consummate an exchange offer and if required, to have a shelf registration statement declared effective with respect to the resale of the Senior Notes and the existing 2017 notes. Following completion of the exchange offer, the Senior Notes and the existing 2017 notes will share a single CUSIP number.

The foregoing description of the Registration Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Registration Rights Agreement, which is attached as Exhibit 4.2 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth under the caption Supplemental Indenture in Item 1.01 above is incorporated by reference into this Item 2.03.

**Item 8.01. Other Events.**

On August 20, 2009, GPII issued a press release announcing the closing of the offering of the Senior Notes. A copy of the press release announcing the completion of the offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- 4.1 Supplemental Indenture, dated as of August 20, 2009, by and among Graphic Packaging International, Inc., the guarantors named therein and U.S. Bank National Association, as trustee.
- 4.2 Registration Rights Agreement, dated August 20, 2009, by and among Graphic Packaging International, Inc., the guarantors named therein and Banc of America Securities LLC.
- 99.1 Press release dated August 20, 2009.

**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: August 20, 2009

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

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