

GRAPHIC PACKAGING HOLDING CO  
Form 8-K  
June 03, 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): June 1, 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 8.01. Other Events.**

On June 1, 2009, Graphic Packaging International, Inc. ( GPI ), a wholly-owned subsidiary of Graphic Packaging Holding Company, issued a press release announcing its intention to offer senior notes in the aggregate principal amount of \$245 million. Subsequently, on June 3, 2009, GPI issued a press release announcing its entry into an agreement to sell \$245 million aggregate principal amount of its senior notes due 2017. A copy of each press release is attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press release dated June 1, 2009.

99.2 Press release dated June 3, 2009.

- 2 -

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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 hereunto duly authorized.

Date: June 3, 2009

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

- 3 -