

GRAPHIC PACKAGING HOLDING CO

Form 8-K

March 03, 2014

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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): February 26, 2014

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))



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

On February 26, 2014, Mr. Stephen A. Hellrung resigned as the Senior Vice President, General Counsel and Secretary of Graphic Packaging Holding Company (the "Company"). Mr. Hellrung will retire from the Company effective March 1, 2014.

Also on February 26, 2014, Mr. George V. Bayly resigned from the Board of Directors of the Company and Mr. Kevin J. Conway announced that he would not stand for re-election to the Board of Directors when his three-year term expires in May 2014.

**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: March 3, 2014      By:

/s/ Lauren S. Tashma  
Lauren S. Tashma  
Senior Vice President, General Counsel  
and Secretary