

GRAPHIC PACKAGING HOLDING CO

Form 8-K

July 10, 2008

**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):**

**July 10, 2008**

**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.)**

**814 Livingston Court, Marietta, Georgia  
(Address of principal executive offices)**

**30067  
(Zip Code)**

**Registrant's telephone number, including area code (770) 644-3000**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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.**

A press release was issued by Graphic Packaging Holding Company on July 10, 2008, announcing the execution of an agreement between Graphic Packaging International, Inc., a subsidiary of Graphic Packaging Holding Company, with an affiliate of Sun Capital Partners, Inc. to sell two coated-recycled board mills. The full text of the press release, a copy of which is attached hereto as Exhibit 99.1, is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release issued by Graphic Packaging Holding Company on July 10, 2008.

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**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)

Date: July 10, 2008

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

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