

Farrell Michael James
Form 3
November 30, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Farrell Michael James

(Last) (First) (Middle)

1500 RIVEREDGE
PARKWAY,Â SUITE 100

(Street)

ATLANTA,Â GAÂ 30328

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/15/2018

3. Issuer Name and Ticker or Trading Symbol

GRAPHIC PACKAGING HOLDING CO [GPK]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

EVP, Mills Division

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

1,910

D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Service-Based Restricted Stock Units	Â (1)	Â (2)	Common Stock	2,569	\$ 0	D	Â
Performance-Based Restricted Stock Units	Â (1)	Â (2)	Common Stock	5,138	\$ 0	D	Â
Service-Based Restricted Stock Units	Â (1)	Â (2)	Common Stock	3,140	\$ 0	D	Â
Performance-Based Restricted Stock Units	Â (1)	Â (2)	Common Stock	6,279	\$ 0	D	Â
Service-Based Restricted Stock Units	Â (1)	Â (2)	Common Stock	5,138	\$ 0	D	Â
Performance-Based Restricted Stock Units	Â (1)	Â (2)	Common Stock	11,816	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farrell Michael James 1500 RIVEREDGE PARKWAY SUITE 100 ATLANTA, GA 30328	Â	Â	Â EVP, Mills Division	Â

Signatures

/s/ Michael James Farrell By: Laura Lynn Church,
Attorney-in-Fact

11/30/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Performance-Based Restricted Stock Units and Service-Based Restricted Stock Units vest and become payable on the third anniversary of the date of grant, except in cases of death, disability, retirement, involuntary termination or change in control.
- (2) The Restricted Stock Units expire upon the conversion and payment in shares of the Company's Common Stock as described under "Date Exercisable."

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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