

GRAPHIC PACKAGING HOLDING CO

Form FWP

December 13, 2012

Filed pursuant to Rule 433

Free Writing Prospectus dated December 12, 2012

Registration Statement No. 333-176606

**Graphic Packaging Holding Company Announces Increase in Size and Pricing of Secondary Common Stock Offering by Selling Stockholders**

ATLANTA, Ga., Dec. 12, 2012 /PRNewswire/ Graphic Packaging Holding Company (NYSE: GPK) today announced that the selling stockholders have increased the size of the previously announced underwritten secondary public offering of 16,500,000 shares of its common stock to 18,500,000 shares and priced the offering at \$6.10 per share. The shares are being sold by certain existing stockholders of the Company. The Company is not selling any shares and will not receive any proceeds from the offering and the total number of shares of its outstanding common stock will not change as a result of the offering.

In connection with the offering, the selling stockholders have granted to the underwriters an option to purchase up to 2,775,000 additional shares of common stock. The offering is expected to close on December 18, 2012.

Goldman, Sachs & Co., BofA Merrill Lynch, J.P. Morgan, Citigroup and Deutsche Bank Securities are serving as joint book running managers for the offering and Baird and Oppenheimer & Co. are serving as co-managers.

As previously announced, the Company will repurchase 49,180,327 shares of its common stock from the selling stockholders concurrently with the closing of the offering. The Company will purchase these shares from the selling stockholders at a price per share equal to the public offering price of \$6.10. The Company intends to enter into an amendment to its existing credit agreement to provide for an incremental term loan borrowing to fund the share repurchase. The closing of the share repurchase is contingent on the closing of the offering, the funding of the incremental term loan and the execution of the related amendment to the credit agreement. The closing of the offering is not contingent on the closing of the share repurchase, the funding of the incremental term loan or the amendment to the credit agreement.

A shelf registration statement (including a prospectus and prospectus supplement) relating to the offering of the common stock has previously been filed with the Securities and Exchange Commission and has become effective. Before investing, you should read the prospectus, the prospectus supplement and other documents filed with the Securities and Exchange Commission for information about the Company and the offering. Copies of the prospectus and related supplement may be obtained by contacting any of the joint book running managers whose contact information is listed below. You may also obtain these documents free of charge by visiting the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

**Joint Book Running Managers:**

Goldman, Sachs & Co.

Prospectus Department

200 West Street

New York, NY 10282

Telephone: 1-866-471-2526, facsimile: 212-902-9316

Email: prospectus-ny@ny.email.gs.com

BofA Merrill Lynch

222 Broadway

New York, NY 10038

Attention: Prospectus Department

Telephone: 1-800-294-1322

Email: dg.prospectus\_requests@baml.com

J.P. Morgan Securities LLC

Attention: Broadridge Financial Solutions

1155 Long Island Avenue

Edgewood, New York 11717

Tel: (866) 803-9204

Citigroup

c/o Broadridge Financial Solutions

1155 Long Island Avenue

Edgewood, New York 11717

Tel: 1-800-831-9146

Deutsche Bank Securities Inc.

Attn.: Prospectus Group

60 Wall Street

New York, NY 10005-2836

Tel: (800) 503-4611

**Forward Looking Statements**

Any statements of the Company's expectations in this press release constitute forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Such statements, including but not limited to those regarding the offering, the share repurchase and the timing of the offering are based on currently available information and are subject to various risks and uncertainties that could cause actual results to differ materially from the Company's present expectations. These risks and uncertainties include, but are not limited to, market conditions affecting the offering and the incremental term loan. Undue reliance should not be placed on such forward-looking statements, as such statements speak only as of the date on which they are made and the Company undertakes no obligation to update such statements. Additional information regarding these and other risks is contained in the Company's filings with the Securities and Exchange Commission.

**About Graphic Packaging Holding Company**

Graphic Packaging Holding Company (NYSE:GPK), headquartered in Atlanta, Georgia, is a leading provider of packaging solutions for a wide variety of products to food, beverage and other consumer products companies. The Company is one of the largest producers of folding cartons and holds a leading market position in coated-unbleached kraft, coated-recycled boxboard multi-wall bag and specialty packaging. The Company's customers include some of the most widely recognized companies in the world.

SOURCE Graphic Packaging Holding Company

Investor Contact: Brad Ankerholz, Graphic Packaging Holding Company, +1-770-240-7971