

GRAPHIC PACKAGING HOLDING CO  
Form 8-K  
March 09, 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): March 4, 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)

(I.R.S. Employer  
Identification No.)

**814 Livingston Court  
Marietta, Georgia 30067**

(Address of principal executive offices)  
(Zip Code)

**(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 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On March 4, 2009, Mr. John D. Beckett, one of the members of the Board of Directors of Graphic Packaging Holding Company (the Company), announced that he would be retiring from the Board and, accordingly, would not stand for re-election as a Class II Director at the Company's 2009 Annual Meeting of Stockholders. Mr. Beckett also resigned from the Compensation and Benefits Committee of the Board.

Also on March 4, 2009, the Company's Board of Directors elected Matthew J. Espe to the Board of Directors to fill the vacancy created by the retirement of Mr. Jack A. Fusco in August 2008. Mr. Espe will serve as one of the Class III Directors, whose 3-year terms expire in 2010. Mr. Espe was also appointed to serve as a member of the Compensation and Benefits Committee.

In the ordinary course of its business, the Company purchases office supplies and equipment from Ricoh Americas Corporation and its wholly-owned subsidiary, Ikon Office Solutions, Inc. Mr. Espe serves as the Chairman, President and Chief Executive Officer of Ikon Office Solutions, Inc. In 2008, the Company purchased \$183,378 and \$378,419 from Ricoh Americas Corporation and Ikon Office Solutions, Inc., respectively.

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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 thereunto duly authorized.

GRAPHIC PACKAGING HOLDING  
COMPANY

(Registrant)

Date: March 9, 2009

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