

GRAPHIC PACKAGING HOLDING CO
Form SC 13D/A
January 10, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

GRAPHIC PACKAGING HOLDING COMPANY

(Name of Issuer)

Common Stock, par value of \$0.01 per share

(Title of Class of Securities)

388689 101

(CUSIP Number)

Peter H. Coors and John K. Coors, Co-Chairmen

Adolph Coors Company LLC

2120 Carey Avenue, Suite 412

Cheyenne, Wyoming 82001

with a copy to:

Natalie K. Winegar, Legal Counsel

Adolph Coors Company LLC

2120 Carey Avenue, Suite 412

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Cheyenne, Wyoming 82001

(307) 635-0710

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 18, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 388 689 101

1 Names of Reporting Persons:
Adolph Coors Company LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):
00

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:
Wyoming, USA

	7	Sole Voting Power: -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power: 42,284,978
	9	Sole Dispositive Power: -0-
	10	Shared Dispositive Power: 42,284,978
	11	Aggregate Amount Beneficially Owned by Each Reporting Person: 42,284,978

(See Items 3 and 5)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13 Percent of Class Represented by Amount in Row (11):
12.3% (1)

14 Type of Reporting Person (See Instructions):
00

(1) This calculation is based on 344,528,296 shares of Issuer Common Stock outstanding as of November 30, 2012 as reported in the Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission (the Commission) on December 13, 2012, after giving effect to the retirement of the Repurchased Shares (as defined herein).

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CUSIP No. 388 689 101

1	Names of Reporting Persons: Adolph Coors, Jr. Trust dated September 12, 1969
2	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only:
4	Source of Funds (See Instructions): 00
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): <input type="radio"/>
6	Citizenship or Place of Organization: Wyoming, USA
7	Sole Voting Power: 2,234,571
8	Shared Voting Power: -0-
9	Sole Dispositive Power: 2,234,571
10	Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 2,234,571 (See Items 3 and 5)
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11): Less than 1% (1)
14	Type of Reporting Person (See Instructions): 00 (2)

(1) This calculation is based on 344,528,296 shares of Issuer Common Stock outstanding as of November 30, 2012 as reported in the Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission (the Commission) on December 13, 2012, after giving effect to the retirement of the Repurchased Shares (as defined herein).

(2) The Reporting Person is a trust administered under the laws of the State of Wyoming.

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CUSIP No. 388 689 101

1 Names of Reporting Persons:
Augusta Coors Collbran Trust dated July 5, 1946 (as further amended)

2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):
00

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:
Wyoming, USA

	7	Sole Voting Power: 810,311
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power: -0-
	9	Sole Dispositive Power: 810,311
	10	Shared Dispositive Power: -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:
810,311

(See Items 3 and 5)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13 Percent of Class Represented by Amount in Row (11):
Less than 1% (1)

14 Type of Reporting Person (See Instructions):
00 (2)

(1) This calculation is based on 344,528,296 shares of Issuer Common Stock outstanding as of November 30, 2012 as reported in the Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission (the Commission) on December 13, 2012, after giving effect to the retirement of the Repurchased Shares (as defined herein).

(2) The Reporting Person is a trust administered under the laws of the State of Wyoming.

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CUSIP No. 388 689 101

1	Names of Reporting Persons: Bertha Coors Munroe Trust B dated July 5, 1946 (as further amended)
2	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only:
4	Source of Funds (See Instructions): 00
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): <input type="radio"/>
6	Citizenship or Place of Organization: Wyoming, USA
7	Sole Voting Power: 910,180
8	Shared Voting Power: -0-
9	Sole Dispositive Power: 910,180
10	Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 910,180 (See Items 3 and 5)
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11): Less than 1% (1)
14	Type of Reporting Person (See Instructions): 00 (2)

(1) This calculation is based on 344,528,296 shares of Issuer Common Stock outstanding as of November 30, 2012 as reported in the Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission (the Commission) on December 13, 2012, after giving effect to the retirement of the Repurchased Shares (as defined herein).

(2) The Reporting Person is a trust administered under the laws of the State of Wyoming.

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CUSIP No. 388 689 101

- 1 Names of Reporting Persons:
Herman F. Coors Trust dated July 5, 1946 (as further amended)
- 2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)
- 3 SEC Use Only:
- 4 Source of Funds (See Instructions):
00
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- 6 Citizenship or Place of Organization:
Wyoming, USA
- | | | |
|-------------------------------------------------------------------------------------|----|--------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power:
1,145,217 |
| | 8 | Shared Voting Power:
-0- |
| | 9 | Sole Dispositive Power:
1,145,217 |
| | 10 | Shared Dispositive Power:
-0- |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
1,145,217

(See Items 3 and 5)
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
- 13 Percent of Class Represented by Amount in Row (11):
Less than 1% (1)
- 14 Type of Reporting Person (See Instructions):
00 (2)

(1) This calculation is based on 344,528,296 shares of Issuer Common Stock outstanding as of November 30, 2012 as reported in the Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission (the Commission) on December 13, 2012, after giving effect to the retirement of the Repurchased Shares (as defined herein).

(2) The Reporting Person is a trust administered under the laws of the State of Wyoming.

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CUSIP No. 388 689 101

- 1 Names of Reporting Persons:
Louise Coors Porter Trust dated July 5, 1946 (as further amended)
- 2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)
- 3 SEC Use Only:
- 4 Source of Funds (See Instructions):
00
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- 6 Citizenship or Place of Organization:
Wyoming, USA
- | | | |
|-------------------------------------------------------------------------------------|----|-----------------------------------------------------------------------------------------------------|
| | 7 | Sole Voting Power:
734,391 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power:
-0- |
| | 9 | Sole Dispositive Power:
734,391 |
| | 10 | Shared Dispositive Power:
-0- |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person:
734,391

(See Items 3 and 5) |
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
- 13 Percent of Class Represented by Amount in Row (11):
Less than 1% (1)
- 14 Type of Reporting Person (See Instructions):
00 (2)

(1) This calculation is based on 344,528,296 shares of Issuer Common Stock outstanding as of November 30, 2012 as reported in the Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission (the Commission) on December 13, 2012, after giving effect to the retirement of the Repurchased Shares (as defined herein).

(2) The Reporting Person is a trust administered under the laws of the State of Wyoming.

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CUSIP No. 388 689 101

- 1 Names of Reporting Persons:
Grover C. Coors Trust dated August 7, 1952
- 2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)
- 3 SEC Use Only:
- 4 Source of Funds (See Instructions):
00
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- 6 Citizenship or Place of Organization:
Wyoming, USA
- | | | |
|-------------------------------------------------------------------------------------|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power:
35,072,334 |
| | 8 | Shared Voting Power:
-0- |
| | 9 | Sole Dispositive Power:
35,072,334 |
| | 10 | Shared Dispositive Power:
-0- |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
35,072,334

(See Items 3 and 5)
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
- 13 Percent of Class Represented by Amount in Row (11):
10.2% (1)
- 14 Type of Reporting Person (See Instructions):
00 (2)

(1) This calculation is based on 344,528,296 shares of Issuer Common Stock outstanding as of November 30, 2012 as reported in the Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission (the Commission) on December 13, 2012, after giving effect to the retirement of the Repurchased Shares (as defined herein).

(2) The Reporting Person is a trust administered under the laws of the State of Wyoming.

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CUSIP No. 388 689 101

1 Names of Reporting Persons:
May Kistler Coors Trust dated September 24, 1965

2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):
00

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:
Wyoming, USA

Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power: 1,377,974
	8	Shared Voting Power: -0-
	9	Sole Dispositive Power: 1,377,974
	10	Shared Dispositive Power: -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:
1,377,974

(See Items 3 and 5)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13 Percent of Class Represented by Amount in Row (11):
Less than 1% (1)

14 Type of Reporting Person (See Instructions):
00 (2)

(1) This calculation is based on 344,528,296 shares of Issuer Common Stock outstanding as of November 30, 2012 as reported in the Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission (the Commission) on December 13, 2012, after giving effect to the retirement of the Repurchased Shares (as defined herein).

(2) The Reporting Person is a trust administered under the laws of the State of Wyoming.

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CUSIP No. 388 689 101

- 1 Names of Reporting Persons:
Adolph Coors Foundation
- 2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)
- 3 SEC Use Only:
- 4 Source of Funds (See Instructions):
00
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- 6 Citizenship or Place of Organization:
Colorado, USA
- | | | |
|-------------------------------------------------------------------------------------|----|------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power:
485,628 |
| | 8 | Shared Voting Power:
-0- |
| | 9 | Sole Dispositive Power:
485,628 |
| | 10 | Shared Dispositive Power:
-0- |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
485,628

(See Items 3 and 5)
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
- 13 Percent of Class Represented by Amount in Row (11):
Less than 1% (1)
- 14 Type of Reporting Person (See Instructions):
00 (2)

(1) This calculation is based on 344,528,296 shares of Issuer Common Stock outstanding as of November 30, 2012 as reported in the Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission (the Commission) on December 13, 2012, after giving effect to the retirement of the Repurchased Shares (as defined herein).

(2) The Reporting Person is a private charitable foundation.

Explanatory Note

This Amendment No. 1 (this **Amendment**) amends and supplements the Schedule 13D filed on March 20, 2008 by Adolph Coors Company LLC, a Wyoming limited liability company (the **LLC**); the Adolph Coors, Jr. Trust dated September 12, 1969 (the **Adolph Coors Jr. Trust**), the Augusta Coors Collbran Trust dated July 5, 1946 (as further amended) (the **Augusta Coors Collbran Trust**), the Bertha Coors Munroe Trust B dated July 5, 1946 (as further amended) (the **Bertha Coors Munroe Trust**), the Herman F. Coors Trust dated July 5, 1946 (as further amended) (the **Herman F. Coors Trust**), the Louise Coors Porter Trust dated July 5, 1946 (as further amended) (the **Louise Coors Porter Trust**), the Grover C. Coors Trust dated August 7, 1952 (the **Grover C. Coors Trust**), the May Kistler Coors Trust dated September 24, 1965 (the **May Kistler Coors Trust** and collectively with the Adolph Coors, Jr. Trust, the Augusta Coors Collbran Trust, the Bertha Coors Munroe Trust, the Herman F. Coors Trust, the Louise Coors Porter Trust, the Grover C. Coors Trust and the May Kistler Coors Trust, the **Coors Family Trusts**); the Janet H. Coors Irrevocable Trust FBO Frances M. Baker dated July 27, 1976 (the **Baker Trust**); the Janet H. Coors Irrevocable Trust FBO Frank E. Ferrin dated July 27, 1976 (the **F Ferrin Trust**); the Janet H. Coors Irrevocable Trust FBO Joseph J. Ferrin dated July 27, 1976 (the **J Ferrin Trust** and along with the Baker Trust and the J Ferrin Trust, the **FBO Trusts**); and the Adolph Coors Foundation, a Colorado nonprofit corporation (**Foundation**) (the **Original Schedule 13D** and, as further amended and supplemented by this Amendment, the **Schedule 13D**), relates to the beneficial ownership of the shares of common stock, \$0.01 par value per share (the **Issuer Common Stock**) of Graphic Packaging Holding Company, Inc., a Delaware corporation (the **Issuer**).

This Amendment is being filed on behalf of the reporting persons (the **Reporting Persons**) identified on the cover pages of this Amendment. Information in respect of each Reporting Person is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by any other Reporting Person. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background.

This Amendment amends and restates Item 2 of the Original Schedule 13D in its entirety as set forth below:

The LLC was formed for the purpose of acting as the trustee of the Coors Family Trusts. All Coors Family Trusts were formed to hold assets and investments for their beneficiaries. The Foundation is a private charitable organization. The LLC's address and the addresses of each of the Coors Family Trusts is 2120 Carey Avenue, Suite 412, Cheyenne, Wyoming 82001. The Foundation's address is 4100 East Mississippi Avenue, Suite 1850, Denver, Colorado 80246. The LLC, the Coors Family Trusts and the Foundation are referred to herein as the **Reporting Persons**. The FBO Trusts are not reporting as part of this Amendment because they are no longer subject to reporting obligations after the termination of the Stockholders Agreement (which has since been terminated) and because their trustees are not affiliated with the LLC or its directors.

The agreement among the Reporting Persons relating to the joint filing of this Amendment is attached as Exhibit 1 hereto.

During the last five years, none of the Reporting Persons have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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The 14 directors of the LLC and each member of the trust committees of the directors of the LLC established for each Coors Family Trust are named on Schedule I attached hereto and incorporated herein by this reference. Schedule I sets forth the following information as to each such person:

- (i) name;
- (ii) residence or business address;
- (iii) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted; and
- (iv) citizenship.

During the last five years, to the best of the Reporting Persons' knowledge, no person named on Schedule I attached hereto, has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction

This Amendment amends Item 4 of the Original Schedule 13D by inserting the following information:

Pursuant to an Underwriting Agreement, dated December 12, 2012 (the **Underwriting Agreement**), which is attached hereto as Exhibit 4, among the Issuer and the Selling Stockholders named therein (collectively, the **Selling Stockholders**) and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives (the **Representatives**) of the several underwriters named therein (collectively, the **Underwriters**), on December 18, 2012, each of the Coors Family Trusts and the Foundation sold the number of shares of Issuer Common Stock next to their name to the Underwriters at a price of \$5.7981 per share of Issuer Common Stock in a registered offering, and (ii), pursuant to the Underwriters' overallotment option, on December 20, 2012, each of the Coors Family Trusts and the Foundation sold the number of shares of Issuer Common Stock next to their name to the Underwriters at a price of \$5.7981 per share of Issuer Common Stock in a registered offering (together, the **Secondary Offering**):

Reporting Person	Shares Sold on December 18, 2012	Shares Sold on December 20, 2012 Pursuant to Underwriters Overallotment Option
Adolph Coors Jr. Trust	225,115	306,547
Augusta Coors Collbran Trust	81,633	111,161
Bertha Coors Munroe Trust	91,694	124,862
Grover C. Coors Trust	3,533,266	4,811,352
Herman F. Coors Trust	115,372	157,105
Louise Coors Porter Trust	73,984	100,747
May Kistler Coors Trust	138,820	189,035
Adolph Coors Foundation	40,503	55,154

Pursuant to the Underwriting Agreement, the Coors Family Trusts and the Foundation agreed with the Underwriters, not to offer or sell, dispose of or hedge, directly or indirectly, any Issuer Common Stock without the permission of the Underwriters for a period of 90 days from December 12, 2012, subject to certain exceptions and automatic extension in certain circumstances.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is attached hereto as Exhibit 4 and incorporated herein by reference.

Pursuant to the Stock Repurchase Agreement, dated December 12, 2012 (the **Stock Repurchase Agreement**), among the Issuer and the Selling Stockholders, on December 18, 2012, each of the Coors Family Trusts and the Foundation sold the number of shares of Issuer Common Stock next to their name to the Issuer at a price of \$6.10 per share of Issuer Common Stock (the **Stock Repurchase**):

Reporting Person	Shares Sold in Stock Repurchase on December 18, 2012
Adolph Coors Jr. Trust	33,767
Augusta Coors Collbran Trust	12,245
Bertha Coors Munroe Trust	13,754
Grover C. Coors Trust	529,990
Herman F. Coors Trust	17,306
Louise Coors Porter Trust	11,098
May Kistler Coors Trust	20,823
Adolph Coors Foundation	6,075

Pursuant to the Stock Repurchase Agreement, the Issuer repurchased an aggregate of 49,180,327 shares (the **Repurchased Shares**) of Issuer Common Stock from the Selling Stockholders.

The foregoing description of the Stock Repurchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Stock Repurchase Agreement, which is attached hereto as Exhibit 5 and incorporated herein by reference.

Except as described in this Item 4 and Item 6 of this Amendment which are incorporated herein by reference, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions required to be reported herein.

Item 5. Interest in Securities of the Issuer.

This Amendment amends and restates Item 5 of the Original Schedule 13D in its entirety as set forth below:

(a) and (b) The information contained on the cover pages to this Schedule 13D and the information set forth or incorporated in Items 2, 3, 4 and 6 is incorporated herein by reference.

The following disclosure assumes that there are 344,528,296 shares of Issuer Common Stock outstanding as of November 30, 2012, which figure is based on information set forth in the Prospectus Supplement filed by the Issuer with the Commission on December 13, 2012 and which gives effect to the retirement of the Repurchased Shares.

In the aggregate on January 9, 2013, the Coors Family Trusts owned 42,284,978 shares of Issuer Common Stock directly or approximately 12.3% of the outstanding shares of the Issuer. The LLC as legal trustee of the Coors Family Trusts may be deemed to be the indirect beneficial owner of these shares and for the reasons set forth in detail in Item 6 below and the persons identified on Schedule I attached hereto may also be deemed to be indirect beneficial owners of the shares. The Foundation owns 485,628 shares of the Issuer's Common Stock or less than 1% of the outstanding shares of the Issuer.

The Reporting Persons disclaim beneficial ownership of any shares of Issuer Common Stock held by any other stockholders of the Issuer party to the Registration Rights Agreement.

(c) Since the last filing of the Schedule 13D, the Grover C. Coors Trust sold 6,500,000 shares of Issuer Common Stock to the Issuer on April 20, 2011 at a price of \$4.53625 per share and the Grover Trust sold 764,922 shares of Issuer Common Stock to the Issuer on May 16, 2011 at a price of \$4.53625 per share.

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On November 30, 2011, the Castle Rock Foundation, a Colorado nonprofit corporation (**CRF**), merged with and into the Foundation resulting in the Foundation holding an additional 83,586 shares of Issuer Common Stock previously held by CRF.

Except as set forth in this Item 5(c) and Item 4, to the best knowledge of each of the Reporting Persons, none of the Reporting Persons has engaged in any transaction during the past 60 days in any shares of Issuer Common Stock.

(d) Other than the Reporting Persons, subject to the discussion in Item 6 below, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from sale of, the shares of Issuer Common Stock referred to in this Item 5.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

This Amendment amends and restates Item 6 of the Original Schedule 13D in its entirety as set forth below:

Except as set forth in Item 4 of this Schedule 13D, to the best knowledge of the Reporting Persons, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting

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Persons and any other person with respect to any securities of the Issuer. The following, however, describes certain relationships between and among the LLC, the Coors Family Trusts and the Foundation and the individuals identified on Schedule 1 hereto:

Issuer Common Stock held by each of the Coors Family Trusts and the Foundation is summarized as follows:

Identity	Number of Shares Owned Directly	Percentage of Outstanding (1)
Adolph Coors Jr. Trust	2,234,571	*
Augusta Coors Collbran Trust	810,311	*
Bertha Coors Munroe Trust	910,180	*
Grover C. Coors Trust	35,072,334	10.18%
Herman F. Coors Trust	1,145,217	*
Louise Coors Porter Trust	734,391	*
May Kistler Coors Trust	1,377,974	*
Adolph Coors Foundation	485,628	*

* Less than one percent.

- (1) Based on 344,528,296 shares of Issuer Common Stock outstanding as of November 30, 2012, which figure is based on information set forth in the Prospectus Supplement filed by the Issuer with the Commission on December 13, 2012 and which gives effect to the retirement of the Repurchased Shares.

As of June 30, 2006, the LLC became the legal trustee of the Coors Family Trusts. Most of the individuals set forth in Schedule 1 attached hereto were the former trustees of one or more of the Coors Family Trusts, are all lineal descendants of Adolph Coors and serve as members of the board of directors (the **Directors**) of the LLC. The Coors Family Trusts are the members of the LLC.

Each of the Coors Family Trusts is administered and managed by a trust committee consisting of three to five Directors whose actions and decisions are final and binding, and constitute the actions and decisions of all Directors as if the Directors had so acted or decided, except that the Directors have the limited power and authority to act or decide for a trust committee only if:

- (i) the trust committee is unable to act or decide and makes a formal appeal to the Directors to resolve the matter, of if the matter involves a legally required act or decision, no formal appeal is necessary for the Directors to so act or decide when the trust committee is unable to do so; and
- (ii) the act or decision of a trust committee with respect to investment of an individual trust's assets is in conflict with the investment strategy and best interests of the Coors Family Trusts as a whole as reflected in the investment strategy of the other trust committees.

Item 7. Material to be Filed as Exhibits.

This Amendment amends and restates Item 7 of the Original Schedule 13D in its entirety as set forth below:

Exhibit No.	Description of Exhibit
1	Joint Filing Agreement, dated January 9, 2013, among Adolph Coors Company LLC, the Adolph Coors, Jr. Trust, the Augusta Coors Collbran Trust, the Bertha Coors Munroe Trust B, the Herman F. Coors Trust, the Louise Coors Porter Trust, the Grover C. Coors Trust, the May Kistler Coors Trust, and the Adolph Coors Foundation.
2	Transaction Agreement and Agreement and Plan of Merger, dated as of July 9, 2007, among Graphic Packaging Corporation, Bluegrass Container Holdings, LLC, TPG Bluegrass IV AIV 1, L.P., TPG Bluegrass IV AIV 2 L.P., TPG Bluegrass V AIV 1, L.P., TPG Bluegrass V AIV 2 L.P., TPG FOF V A, L.P., TPG FOF V B, L.P., TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P. and TPG Bluegrass V, Inc., Field Holdings, Inc., BCH Management, LLC, Graphic Packaging Holding Company (f/k/a New Giant Corporation) and Giant Merger Sub, Inc. (incorporated by reference to Exhibit 2.1 to Graphic Packaging Corporation's Current Report on Form 8-K filed with the Commission on July 11, 2007, and hereby incorporated herein by reference).

- 3 Registration Rights Agreement, dated as of July 9, 2007, Graphic Packaging Holding Company (f/k/a New Giant Corporation), the Coors Family Stockholders named therein, Clayton, Dubilier & Rice Fund V Limited Partnership, EXOR Group S.A. Field Holdings, Inc., TPG Bluegrass IV AIV 1, L.P., TPG Bluegrass IV AIV 2 L.P., TPG Bluegrass V AIV 1, L.P., TPG Bluegrass V AIV 2 L.P., TPG FOF V A, L.P., TPG FOF V B, L.P., TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P. and TPG Bluegrass V, Inc. and certain other stockholders (incorporated by reference to Exhibit 4.3 to Graphic Packaging Corporation's Current Report on Form 8-K filed with the Commission on July 11, 2007, and hereby incorporated herein by reference).
- 4 Underwriting Agreement, dated December 12, 2012, among Graphic Packaging Holding Company, the Selling Stockholders named in Schedule B thereto and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed with the Commission on December 18, 2012).
- 5 Stock Repurchase Agreement, dated December 12, 2012, among Graphic Packaging Holding Company and the Selling Stockholders (incorporated by reference to Exhibit 10.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed with the Commission on December 18, 2012).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 10, 2013

ADOLPH COORS COMPANY LLC

By: /s/ Jeffrey H. Coors
Jeffrey H. Coors, Director

Date: January 10, 2013

ADOLPH COORS JR. TRUST
AUGUSTA COORS COLLBRAN TRUST
BERTHA COORS MUNROE TRUST
HERMAN F. COORS TRUST
LOUISE COORS PORTER TRUST
GROVER C. COORS TRUST
MAY KISTLER COORS TRUST

By: Adolph Coors Company LLC, Trustee

By: /s/ Jeffrey H. Coors
Jeffrey H. Coors, Director

Date: January 10, 2013

ADOLPH COORS FOUNDATION

By: /s/ Jeffrey H. Coors
Jeffrey H. Coors, Trustee and Treasurer

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Schedule I

Adolph Coors Company LLC

Board of Directors Information for Schedule 13D/A Filing

Name*	Principal Occupation	Business Name, Address and Principal Business (Unless Noted Otherwise)
Joseph Coors, Jr.	Retired (Oct. 31, 2000)	Home: 2981 Kendrick Street Golden, CO 80401
Jeffrey H. Coors	Retired	Graphic Packaging Holding Company: 4455 Table Mountain Drive Golden, CO 80403 (paperboard packaging)
Peter H. Coors	Vice Chairman of the Board	Molson Coors Brewing Company 311 10th Street Golden, CO 80401 (beverage brewing)
John K. Coors	Chairman, President & CEO	CoorsTek, Inc. 16000 Table Mountain Parkway Golden, CO 80403 (advanced materials technology)
Wm. Grover Coors, Ph.D.	Chief Scientist	CoorsTek, Inc. 600 - 9th Street Golden, CO 80401 (advanced materials technology)
J. Bradford Coors	President	C5 Medical Werks 1400 Sixteenth Street, Suite 400 Denver, CO 80202 (medical components manufacturing)

Melissa Coors Osborn

Senior Organization Development
Manager

Coors Brewing Company

311 10th Street

Golden, CO 80401

(beverage brewing)

* Each named person is a citizen of the United States of America.

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Name*	Principal Occupation	Business Name, Address and Principal Business (Unless Noted Otherwise)
Christien Coors Ficeli	Director, Channel Marketing	MillerCoors 250 South Wacker Drive Chicago, IL 60606 (beverage brewing)
Douglas M. Coors	Executive Vice President	CoorsTek, Inc. 17750 West 32nd Avenue Golden, CO 80401-1216 (advanced materials technology)
Peter Joseph Coors	Trade and Consumer Quality Manager	Miller Coors 17735 West 32nd Avenue Golden, CO 80401 (beverage brewing)
Timothy I. Coors	Plant Manager	CoorsTek, Inc. Grand Junction 2449 Riverside Parkway Grand Junction, CO 81505 (advanced materials technology)
Jonathan Coors	General Manager	CoorsTek Vista 2065 Thibodo Rd Vista, CA 92081 (advanced materials technology)
Darden K. Coors	Assistant General Counsel	CoorsTek, Inc. 17750 West 32nd Ave. Golden, CO 80401-1216 (advanced materials technology)
Michael Coors	Chief Executive Officer/Manager	Outlast Technologies LLC 5480 Valmont Road

Boulder, CO 80301

(advanced textiles technology)

* Each named person is a citizen of the United States of America.