

GRAPHIC PACKAGING HOLDING CO

Form 8-K

July 26, 2012

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 26, 2012

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  
(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))



ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 26, 2012, Graphic Packaging Holding Company (the "Company") issued a press release reporting its second quarter 2012 results. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

As provided in General Instruction B.2 of Form 8-K, the information in this Item 2.02 and the exhibit contained in this Form 8-K are being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Graphic Packaging Holding Company held its Annual Meeting of Stockholders on May 23, 2012. Of the 392,827,041 shares of common stock eligible to vote at the Annual Meeting, 361,255,176 were represented in person or by proxy. The final results of voting on the matter submitted to stockholders are as follows:

| Director              | For         | Withheld   |
|-----------------------|-------------|------------|
| Jeffrey Liaw          | 293,112,962 | 68,142,214 |
| Michael G. MacDougall | 293,120,220 | 68,134,956 |
| John R. Miller        | 352,821,471 | 8,433,705  |
| Lynn A. Wentworth     | 353,020,918 | 8,234,258  |

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

Exhibit Number Description

99.1 Press release dated July 26, 2012 reporting second quarter 2012 results

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: July 26, 2012

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

