

GRAPHIC PACKAGING HOLDING CO

Form 10-Q/A

September 04, 2009

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q/A**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2009**

**TRANSITION REPORT PURSUANT TO 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-33988  
Graphic Packaging Holding Company  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**26-0405422**  
(IRS employer identification no.)

**814 Livingston Court  
Marietta, Georgia**  
(Address of principal executive offices)

**30067**  
(Zip Code)

**(770) 644-3000**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller Reporting  
(Do not check if a smaller      Company   
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of July 31, 2009, there were 343,242,186 shares of the registrant's Common Stock, par value \$0.01 per share, outstanding.

**TABLE OF CONTENTS**

PART II OTHER INFORMATION

ITEM 6. EXHIBITS

SIGNATURES

EX-10.1

EX-31.1

EX-31.2

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**Table of Contents**

**EXPLANATORY NOTE**

On August 5, 2009, Graphic Packaging Holding Company (the Company ) filed a Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 (the Original Report ). A Supply Agreement between Graphic Packaging International, Inc. and Sun Chemical Corporation (the Agreement ) was included as Exhibit 10.1 to the Original Report, but the Company inadvertently omitted to file the appendices to the Agreement. Accordingly, this Form 10-Q/A is filed for the purpose of filing the Agreement, together with its appendices, as an exhibit hereto. The other disclosures made in the Original Report are unchanged.

**PART II OTHER INFORMATION**

**ITEM 6. EXHIBITS**

a) Exhibit Index

<b>Exhibit Number</b>	<b>Description</b>
10.1	Supply Agreement between Graphic Packaging International, Inc. and Sun Chemical Corporation dated June 1, 2009. Confidential treatment has been requested with respect to certain portions of this exhibit. Omitted portions have been filed separately with the U.S. Securities and Exchange Commission.
31.1	Certification required by Rule 13a-14(a).
31.2	Certification required by Rule 13a-14(a).
32.1 *	Certification required by Section 1350 of Chapter 63 of Title 18 of the United States Code.
32.2 *	Certification required by Section 1350 of Chapter 63 of Title 18 of the United States Code.

\* Previously filed.

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**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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)

/s/ STEPHEN A. HELLRUNG      Senior Vice President, General Counsel and Secretary      September 3, 2009

Stephen A. Hellrung

/s/ DANIEL J. BLOUNT      Senior Vice President and Chief Financial Officer      August 28, 2009  
(Principal Financial Officer)

Daniel J. Blount

/s/ DEBORAH R. FRANK      Vice President and Chief Accounting Officer      August 28, 2009  
(Principal Accounting Officer)

Deborah R. Frank