

GRAPHIC PACKAGING HOLDING CO

Form 3

February 11, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â OLD TOWN S.A.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/10/2008

3. Issuer Name and Ticker or Trading Symbol

GRAPHIC PACKAGING HOLDING CO [GPK]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

22-24 BOULEVARD ROYAL

(Street)

LUXEMBOURG,Â N4Â L-2449

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Stock, par value \$0.01 per share ⁽¹⁾ 34,222,500

D Â

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Shares

(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLD TOWN S.A. 22-24 BOULEVARD ROYAL LUXEMBOURG, N4 L-2449	Â	Â X	Â	Â

Signatures

/s/ Peter J. Rothenberg,
Attorney-in-Fact

02/11/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to a merger of Graphic Packaging Corporation ("Graphic") with and into Giant Merger Sub, Inc. ("Merger Sub"), a wholly owned subsidiary of New Giant Corporation ("New Giant"), each share of Graphic owned by OLD TOWN S.A., formerly known as EXOR GROUP S.A. ("OLD TOWN"), prior to the merger was converted into the right to receive one share of New Giant. Upon

- (1) effectiveness of the merger, New Giant then changed its name to Graphic Packaging Holding Company, Inc. (the "Issuer"). The merger is described in the Form S-4/A filed by the Issuer on December 6, 2007. As a result of the merger which was effective on March 10, 2008, the 34,222,500 shares of Graphic common stock beneficially owned by OLD TOWN at such time were converted into 34,222,500 shares of Issuer common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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