

GRAPHIC PACKAGING HOLDING CO

Form 8-K

May 06, 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): May 4, 2009

**GRAPHIC PACKAGING HOLDING COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**

**333-145849**

**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))
-

ITEM 8.01. Other Events.

On May 4, 2009, Graphic Packaging Holding Company (the Company ) received notification from the New York Stock Exchange (the NYSE ) that as of April 30, 2009, the Company s 30-day average share price was above \$1.00, restoring the Company s compliance with the minimum share price requirement under the NYSE listing standards. Accordingly, the NYSE will cease dissemination of the BC indicator with the Company s ticker symbol and will delete the Company s name from the list of non-compliant companies on the NYSE web site. The Company issued a press release on May 4, 2009 announcing its return to compliance with the NYSE continued listing standard, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibits

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | Press Release dated May 4, 2009 regarding the NYSE notice of compliance with the minimum share price listing standard |

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: May 5, 2009

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