

GRAPHIC PACKAGING HOLDING CO
Form SC 13D/A
May 23, 2014
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

(Amendment No. 8)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)**

Graphic Packaging Holding Company
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

388689 101
(CUSIP Number)

Ronald Cami
Vice President

TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, TX 76102

(817) 871-4000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 22, 2014
(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.

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.

(Continued on following pages)

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| | |
|------------------|--|
| | NAMES OF REPORTING PERSONS |
| 1 | TPG Group Holdings (SBS) Advisors, Inc. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 2 | (see instructions) |
| | (a) <input type="radio"/> |
| | (b) <input type="radio"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS (see instructions) |
| | OO (See Item 3) |
| | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |
| 5 | <input type="radio"/> |
| | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 6 | Delaware |
| | SOLE VOTING POWER |
| 7 | <input type="radio"/> |
| | SHARED VOTING POWER |
| 8 | <input type="radio"/> |
| NUMBER OF SHARES | |
| | BENEFICIALLY OWNED BY |
| 9 | <input type="radio"/> |

EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

-0-
10 SHARED DISPOSITIVE POWER

11 -0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 -0-
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

14 0%
TYPE OF REPORTING PERSON (see instructions)*

CO

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| | |
|------------------|--|
| 1 | NAMES OF REPORTING PERSONS |
| | David Bonderman |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (see instructions) |
| | (a) <input type="radio"/> |
| 3 | (b) <input type="radio"/> |
| 4 | SEC USE ONLY SOURCE OF FUNDS (see instructions) |
| 5 | OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States of America |
| | SOLE VOTING POWER |
| 7 | |
| | -0- SHARED VOTING POWER |
| 8 | |
| NUMBER OF SHARES | |
| | BENEFICIALLY OWNED BY EACH REPORTING |
| 9 | -0- SOLE DISPOSITIVE |

PERSON WITH POWER
-0-
10 SHARED
DISPOSITIVE
POWER

11 -0-
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12 -0-
CHECK BOX IF
THE
AGGREGATE AMOUNT IN 0
ROW (11)
EXCLUDES
CERTAIN
SHARES
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 11

14 0%
TYPE OF REPORTING
PERSON (see instructions)*
IN

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1 NAMES OF REPORTING PERSONS

James G. Coulter
CHECK THE
APPROPRIATE
BOX IF A
MEMBER
OF A
GROUP

2 (see instructions)

(a) o

3 (b) o
SEC USE ONLY
SOURCE OF FUNDS (see
4 instructions)

5 OO (See Item 3)
CHECK IF
DISCLOSURE
OF LEGAL
PROCEEDINGS
IS []
REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)
CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

United States of America
SOLE
VOTING
7 POWER

8 -0-
SHARED
VOTING
POWER
NUMBER OF
SHARES

BENEFICIALLY -0-
OWNED BY SOLE
EACH DISPOSITIVE
REPORTING 9 POWER

PERSON WITH -0-
10 SHARED
DISPOSITIVE
POWER

-0-
AGGREGATE AMOUNT
11 BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

-0-
CHECK IF
THE
12 AGGREGATE
AMOUNT IN
ROW (11)
EXCLUDES
CERTAIN
SHARES
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 11

0%
TYPE OF REPORTING
14 PERSON (see
instructions)*

IN

This Amendment No. 8 (this “Amendment”) amends and supplements the Schedule 13D filed on March 10, 2008, as amended and supplemented by Amendment No. 1 filed on February 14, 2012, Amendment No. 2 filed on December 20, 2012, Amendment No. 3 filed on March 28, 2013, Amendment No. 4 filed on June 5, 2013, Amendment No. 5 filed on August 14, 2013, Amendment No. 6 filed on November 26, 2013 and Amendment No. 7 filed on February 20, 2014 (as so amended, the “Original Schedule 13D” and, as further amended and supplemented by this Amendment, the “Schedule 13D”) by TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation (“Group Advisors”) with respect to the Common Stock of the Issuer. 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 the second paragraph of Item 2 of the Original Schedule 13D in its entirety as set forth below:

“Group Advisors is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of each of (i) TPG GenPar IV Advisors LLC, a Delaware limited liability company (“TPG Advisors IV”), and (ii) TPG GenPar V Advisors, LLC, a Delaware limited liability company (“TPG Advisors V”). TPG Advisors IV is the general partner of TPG GenPar IV, L.P., a Delaware limited partnership, which is the general partner of each of TPG Bluegrass IV – AIV 1, L.P., a Delaware limited partnership (“TPG IV-AIV 1”), and TPG Bluegrass IV – AIV 2, L.P., a Delaware limited partnership (“TPG IV-AIV 2” and, together with TPG IV-AIV 1, the “TPG IV Funds”). As a result of the May 2014 Offering (as defined in Item 4 below), the TPG IV Funds no longer hold any shares of Issuer Common Stock. TPG Advisors V is the general partner of TPG GenPar V, L.P., a Delaware limited partnership, which is the general partner of each of TPG Bluegrass V – AIV 1, L.P., a Delaware limited partnership (“TPG V-AIV 1”), TPG Bluegrass V – AIV 2, L.P., a Delaware limited partnership (“TPG V-AIV 2”), TPG FOF V-A, L.P., a Delaware limited partnership (“TPG FOF V-A”), and TPG FOF V-B, L.P., a Delaware limited partnership (“TPG FOF V-B” and, together with TPG V-AIV 1, TPG V-AIV 2, and TPG FOF V-A, the “TPG V Funds”, and the TPG IV Funds collectively with the TPG V Funds, the “TPG Funds”). As a result of the May 2014 Offering, the TPG V Funds no longer hold any shares of Issuer Common Stock.”

Item 4. Purpose of Transaction.

This Amendment amends and restates the last paragraph of Item 4 of the Original Schedule 13D in its entirety as set forth below:

“May 2014 Offering

On May 19, 2014, the TPG Funds, in their capacity as selling stockholders, entered into an underwriting agreement with the Issuer, the other selling stockholders named in Schedule B thereto and Goldman, Sachs & Co., as underwriter, pursuant to which the TPG Funds agreed to sell 26,507,330 shares of Issuer Common Stock and certain Coors Family Stockholders agreed to sell 17,146,884 shares of Issuer Common Stock, in each case for a purchase price of \$10.415 per share. The May 2014 Offering was made pursuant to the Issuer’s registration statement on Form S-3 (File No. 333-176606).

The May 2014 Offering closed on May 22, 2014.

The foregoing summaries of the Transaction Agreement, the Stockholders Agreement, the Registration Rights Agreement, the Underwriting Agreement, the Lock-Up Agreement, the March 2013 Underwriting Agreement, the March 2013 Lock-Up Agreement, the May 2013 Underwriting Agreement, the May 2013 Lock-Up Agreement, the August 2013 Underwriting Agreement, the August 2013 Lock-Up Agreement, the November 2013 Underwriting

Agreement, the November 2013 Lock-Up Agreement, the February 2014 Underwriting Agreement and the February 2014 Lock-Up Agreement do not purport to be complete and are qualified in their entirety by reference to the complete text of such agreements attached hereto as Exhibits 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 15, 16, 17 and 18, respectively, which are incorporated herein by reference."

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Item 5. Interest in Securities of the Issuer.

This Amendment amends and restates the second, third and fourth paragraphs of Item 5 of the Original Schedule 13D in their entirety as set forth below:

“(a) and (b) As a result of the May 2014 Offering, the Reporting Persons no longer beneficially own any shares of Issuer Common Stock.”

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

“(e) The Reporting Persons ceased to be the beneficial owner of more than five percent of the shares of Issuer Common Stock upon the closing of the May 2014 Offering on May 22, 2014.”

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.

Dated: May 23, 2014

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Ronald Cami

Name: Ronald Cami

Title: Vice President

David Bonderman

By: /s/ Ronald Cami

Name: Ronald Cami on behalf of David Bonderman (1)

James G. Coulter

By: /s/ Ronald Cami

Name: Ronald Cami on behalf of James G. Coulter (2)

Ronald Cami is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated July (1)1, 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Bonderman on August 14, 2013 (SEC File No. 005-83906).

Ronald Cami is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated July 1, (2)2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Coulter on August 14, 2013 (SEC File No. 005-83906).

INDEX TO EXHIBITS

| Exhibit Number | Description of Exhibits |
|---------------------------|---|
| 1. | Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011 (previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011). |
| 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 July 11, 2007). |
| 3. | Stockholders Agreement, dated as of July 9, 2007, among 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., (incorporated by reference to Exhibit 4.2 to Graphic Packaging Corporation’s Current Report on Form 8-K filed July 11, 2007). |
| 4. | Registration Rights Agreement, dated as of July 9, 2007, among 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., TPG Bluegrass V, Inc., BCH Management, LLC and certain other stockholders (incorporated by reference to Exhibit 4.3 to Graphic Packaging Corporation’s Current Report on Form 8-K filed July 11, 2007). |
| 5. | 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 December 18, 2012). |
| 6. | Form of Lock-Up Agreement, by and among each of the Selling Stockholders listed in Schedule B to the Underwriting Agreement and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several Underwriters (incorporated by reference to Exhibit B-2 of Exhibit 1.1 to Graphic Packaging Holding Company’s Current Report on Form 8-K filed December 18, 2012). |

7. Underwriting Agreement, dated March 21, 2013, 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 March 27, 2013).

Exhibi

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8. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters (incorporated by reference to Exhibit B-2 of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed March 27, 2013).
9. Underwriting Agreement, dated May 30, 2013, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., as underwriters (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed June 5, 2013).
10. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., as underwriters (incorporated by reference to Exhibit B of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed June 5, 2013).
11. Underwriting Agreement, dated August 7, 2013, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as underwriters (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed August 13, 2013).
12. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as underwriters (incorporated by reference to Exhibit B of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed August 13, 2013).
13. Authorization and Designation Letter, dated July 1, 2013, by David Bonderman.
14. Authorization and Designation Letter, dated July 1, 2013, by James G. Coulter.
15. Underwriting Agreement, dated November 19, 2013, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Citigroup Global Markets Inc., as underwriter (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed November 25, 2013).
16. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Citigroup Global Markets Inc., as underwriter (incorporated by reference to Exhibit B of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed November 25, 2013).

17. Underwriting Agreement, dated February 11, 2014, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Citigroup Global Markets Inc., as underwriter (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed February 18, 2014).

18. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule E to the Underwriting Agreement and Citigroup Global Markets Inc., as underwriter.