

GRAPHIC PACKAGING HOLDING CO  
Form 8-K  
May 24, 2010

**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 20, 2010**

**GRAPHIC PACKAGING HOLDING COMPANY**  
(Exact name of registrant as specified in its charter)

**Delaware**

**001-33988**

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))
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**Item 5.07. Submission of Matters to a Vote of Security Holders**

Graphic Packaging Holding Company held its Annual Meeting of Stockholders on May 20, 2010. Of the 343,247,088 shares of common stock eligible to vote at the Annual Meeting, 320,795,582 were represented in person or by proxy.

The final results of voting on the matters submitted to stockholders are as follows:

Proposal No. 1. The election of four Class III directors to serve a three-year term:

| <b>Director</b>      | <b>For</b>  | <b>Withheld</b> |
|----------------------|-------------|-----------------|
| George V. Bayly      | 316,202,181 | 4,593,401       |
| Matthew J. Espe      | 319,600,994 | 1,194,588       |
| Harold R. Logan, Jr. | 314,589,304 | 6,206,278       |
| Robert W. Tieken     | 313,874,522 | 6,921,060       |

Proposal No. 2. Other matters that may come before the Annual Meeting:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|-------------|----------------|----------------|-----------------------------|
| 247,933,946 | 36,855,587     | 134,800        | 0                           |

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 24, 2010

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