

GRAPHIC PACKAGING HOLDING CO

Form 3

May 28, 2014

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

OMB APPROVAL

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**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 \*

Yost Joseph P

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/21/2014

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)1500 RIVEREDGE  
PARKWAY, SUITE 100

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Senior Vice President, Europe

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting

Person

☐ Form filed by More than One  
Reporting Person

ATLANTA, GA 30328

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. 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

204,354

D

A

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)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Service-Based Restricted Stock Units	02/16/2015	Â (1)	Common Stock	35,116	\$ 0	D	Â
Performance-Based Restricted Stock Units	02/16/2015	Â (1)	Common Stock	70,231	\$ 0	D	Â
Service-Based Restricted Stock Units	02/26/2016	Â (1)	Common Stock	23,767	\$ 0	D	Â
Performance-Based Restricted Stock Units	02/26/2016	Â (1)	Common Stock	47,535	\$ 0	D	Â
Service-Based Restricted Stock Units	02/01/2017	Â (1)	Common Stock	36,842	\$ 0	D	Â
Service-Based Restricted Stock Units	02/25/2017	Â (1)	Common Stock	19,048	\$ 0	D	Â
Performance-Based Restricted Stock Units	02/25/2017	Â (1)	Common Stock	38,096	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Yost Joseph P 1500 RIVEREDGE PARKWAY SUITE 100 ATLANTA, GA 30328	Â	Â	Â Senior Vice President, Europe	Â	

## Signatures

/s/Joseph P. Yost By: Laura Lynn Church  
Attorney-In-Fact

05/28/2014

\_\_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).

(1) Performance-Based Restricted Stock Units and Service-Based Restricted Stock Units terminate upon their payout.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.