

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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Yost Joseph P		(Month/Day/Year)	GRAPHIC PACKAGING HOLDING CO [GPK]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1500 RIVEREDGE PARKWAY, SUITE 100		05/21/2014	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
ATLANTA, GA 30328			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Senior Vice President, Europe	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**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	

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)	4. Conversion or Exercise Price of Derivative Security	5. 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			
	Director	10% Owner	Officer	Other
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.