

Van Moeseke Hilde
 Form 3
 August 07, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Van Moeseke Hilde</p> <p>(Last) (First) (Middle)</p> <p>1500 RIVEREDGE PARKWAY, SUITE 100</p> <p>(Street)</p> <p>ATLANTA, GA 30328</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/27/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GRAPHIC PACKAGING HOLDING CO [GPK]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP & President EMEA</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

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 | 350 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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) |
|---|---|--|--|---|--|
| | Date Exercisable | Expiration Date | Title | | |

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| | | | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|---------------------------|---------------------------|--------------|-------------------------------------|------|----------------------------------|---|
| Performance-Based Restricted Stock Units | 02/27/2015 ⁽¹⁾ | 02/27/2018 ⁽²⁾ | Common Stock | 1,451 | \$ 0 | D | Â |
| Performance-Based Restricted Stock Units | 02/25/2016 ⁽¹⁾ | 02/25/2019 ⁽²⁾ | Common Stock | 1,718 | \$ 0 | D | Â |
| Performance-Based Restricted Stock Units | 02/23/2017 ⁽¹⁾ | 02/23/2020 ⁽²⁾ | Common Stock | 3,264 | \$ 0 | D | Â |
| Service-Based Restricted Stock Units | 02/27/2015 ⁽¹⁾ | 02/27/2018 ⁽²⁾ | Common Stock | 726 | \$ 0 | D | Â |
| Service-Based Restricted Stock Units | 02/25/2016 ⁽¹⁾ | 02/25/2019 ⁽²⁾ | Common Stock | 859 | \$ 0 | D | Â |
| Service-Based Restricted Stock Units | 02/01/2017 ⁽¹⁾ | 02/01/2020 ⁽²⁾ | Common Stock | 4,072 | \$ 0 | D | Â |
| Service-Based Restricted Stock Units | 02/23/2017 ⁽¹⁾ | 02/23/2020 ⁽²⁾ | Common Stock | 1,633 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Van Moeseke Hilde 1500 RIVEREDGE PARKWAY SUITE 100 ATLANTA, GA 30328 | Â | Â | Â SVP & President EMEA | Â |

Signatures

/s/ Hilde Van Moeseke By: Laura Lynn Church,
Attorney-In-Fact

08/07/2017

__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 generally vest and become payable on the third anniversary of the date of grant, except in cases of death, disability, retirement, involuntary termination or change in control.
- (2) Performance-Based Restricted Stock Units and Service-Based Restricted Stock Units expire upon the delivery of shares as described in Footnote 1.

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

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