GRAPHIC PACKAGING CORP
Form 424B5
March 25, 2013
Table of Contents

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Registration No. 333-176606

Subject to Completion

Preliminary Prospectus Supplement dated March 25, 2013

P R O S P E C T U S   S U P P L E M E N T

(To Prospectus dated August 31, 2011)

$425,000,000

% Senior Notes 2021

We are offering $425.0 million aggregate principal amount of our % senior notes due 2021. The notes will mature on , 2021.

We will use the net proceeds of this offering, together with cash on hand, to refinance, through a redemption, all $425.0 million aggregate principal amount of our 9.50% senior notes due 2017, which we refer to as our 2017 notes, at a redemption premium plus accrued and unpaid interest to, but not including, June 15, 2013, the redemption date, and to pay fees and expenses incurred in connection with this offering and the redemption.

We will pay interest on the notes semi-annually in cash in arrears on and of each year, beginning on , 2013.

The notes will be guaranteed by Graphic Packaging Holding Company and Graphic Packaging Corporation, as well as by certain of our material domestic subsidiaries who have guaranteed our obligations in respect of our senior credit facilities and our existing 7.875% senior notes due 2018, which we refer to as our 2018 notes.

The notes and the guarantees will be general unsecured senior obligations and will rank equally with our and the guarantors senior unsecured obligations. The notes and the guarantees will be effectively subordinated to all of our and the guarantors existing and future secured debt to the extent of the assets securing that secured debt.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

At any time prior to , 2021, we may redeem the notes, in whole or in part, at a redemption price equal to 100% of their principal amount plus a make-whole premium, together with accrued and unpaid interest, if any, to the redemption date. In addition, prior to , 2016, we may redeem up to 35% of the aggregate principal amount of the notes with the net cash proceeds from certain equity offerings.

This investment involves risks. See Risk Factors beginning on page S-14 of this prospectus supplement.

	Per Note	Total
Public offering price	%	$
Underwriting discount (1)	%	$
Proceeds, before expenses, to us	%	$

(1) See also Underwriting beginning on page S-69 of this prospectus supplement and the description therein of the fee paid to BBVA Securities, Inc. for advisory services in connection with this offering.

The public offering price set forth above does not include accrued interest, if any. Interest on the notes will begin to accrue on , 2013 and must be paid by the purchaser if the notes are delivered after , 2013.

Neither the Securities and Exchange Commission, which we refer to as the SEC , nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes to investors on or about , 2013 only in book-entry form through the facilities of The Depositary Trust Company.

Joint Book-Running Managers

BofA Merrill Lynch

J.P. Morgan

Citigroup

Goldman, Sachs & Co.

SunTrust Robinson Humphrey

Co-Managers

PNC Capital Markets LLC

Rabo Securities

Regions Securities LLC

The date of this prospectus supplement is , 2013.

Table of Contents

Prospectus Supplement

Prospectus

In this prospectus supplement, we, our, us, GPHC, Graphic Packaging and the Company means Graphic Packaging Holding Company, including, unless the context otherwise requires or as otherwise expressly stated, our subsidiary Graphic Packaging International, Inc., the issuer of the notes offered hereby, and our other subsidiaries. In addition, GPC means Graphic Packaging Corporation and Altivity means Altivity Packaging, LLC and its subsidiaries on a consolidated basis.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part, the accompanying prospectus, gives more general information, some of which does not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus before deciding to invest in the notes offered hereby.

Table of Contents

To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus, on the other hand, you should rely on the information in this prospectus supplement. You should also read and consider the additional information under the caption Where You Can Find More Information in this prospectus supplement.

In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying prospectus and in any free writing prospectus with respect to this offering filed by us with the SEC. Neither we nor the underwriters have authorized any other person to provide you with different information. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any free writing prospectus with respect to the offering filed by us with the SEC and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

The underwriters are offering to sell, and are seeking offers to buy, the notes offered hereby only in jurisdictions where offers and sales are permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes offered hereby in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about and observe any restrictions relating to the offering of the notes offered hereby and the distribution of this prospectus supplement and the accompanying prospectus outside the United States. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus supplement and the accompanying prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

FORWARD-LOOKING STATEMENTS

The statements we have made in this prospectus supplement or in documents incorporated by reference herein which are not historical facts are forward-looking statements. These forward-looking statements are based on currently available operating, financial and competitive information and are subject to various risks and uncertainties that could cause actual results to differ materially from the Company s historical experience and its present expectations.

The discussions in our Risk Factors section of this prospectus supplement and the Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations sections of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which we refer to as our 2012 10-K, highlight some of the more important risks identified by our management, but should not be assumed to be the only factors that could affect future performance. Other factors that could cause the actual results of our operations or our financial condition to differ from those expressed or implied in these forward-looking statements include, but are not limited to, inflation of and volatility in raw material and energy costs, continuing pressure for lower cost products, our ability to implement our business strategies, including productivity initiatives and cost reduction plans, our debt level, our ability to borrow or raise money on favorable terms, our ability to successfully integrate acquired businesses and achieve anticipated synergies from such acquisitions, currency movements and other risks of conducting business internationally, and the impact of regulatory and litigation matters, including those that could impact our ability to utilize our net operating losses to offset taxable income and those that impact our ability to protect and use our intellectual property, and other factors described in our filings with the SEC.

Table of Contents

Except to the extent required by the federal securities laws, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors should not be construed as exhaustive or as any admission regarding the adequacy of our disclosures. Certain risk factors are detailed from time to time in our various public filings. You are advised, however, to consult any further disclosures we make on related subjects in our filings with the SEC.

You can identify forward-looking statements by the fact that they do not relate strictly to historic or current facts. Forward-looking statements use terms such as anticipates, believes, continues, could, estimates, expects, intends, may, plans, potential, predicts, preli seeks, pro forma or similar expressions in connection with any disclosure of future operating or financial performance. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results of operations, financial condition, levels of activity, performance or achievements to be materially different from any future results of operations, financial condition, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on these forward-looking statements.

INDUSTRY AND MARKET DATA

This prospectus supplement includes industry data and statistics that we obtained from periodic industry publications, including Resource Information System Inc., Paper Shipping Sack Manufacturers Association, Inc. and Paperboard Packaging Council, as well as our internal estimates. We believe data regarding the paperboard packaging industry and our market position and market share within the industry are inherently imprecise, but generally indicate size and position and market share within the industry. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable. Although we believe that the information provided by these third parties is generally accurate, we have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. While we are not aware of any misstatements regarding any industry data presented herein, our estimates, in particular as they relate to our general expectations concerning the paperboard packaging and flexible packaging industries, involve risks and uncertainties and are subject to change based on various factors, including those discussed under Risk Factors in this prospectus supplement and our 2012 10-K.

Table of Contents

SUMMARY

This summary highlights information about this prospectus supplement and may not contain all of the information that may be important to you. You should read the following summary together with the more detailed information appearing elsewhere in this prospectus supplement, as well as the financial statements and related notes thereto and other information included in or incorporated by reference in this prospectus supplement.

Overview

We are a leading provider of innovative packaging solutions for a wide variety of products to the global food, beverage and consumer products industries. We are the largest U.S. producer of folding cartons, and we believe we are the only publicly traded company that has a majority of its sales derived from paperboard packaging. We are also the largest North American producer of coated unbleached kraft paperboard and coated recycled boxboard, which we use primarily for the internal production of our folding carton products. We also have leading U.S. market positions in multi-wall bags and heat transfer labels.

Our customers include some of the world s most widely recognized companies who have well-known consumer brands. A majority of our sales are under multi-year contracts. For many of our beverage packaging customers, we provide proprietary packaging machines that pack bottles and cans into beverage carrier cartons. We also provide packaging machines and labels for other consumer products. These proprietary packaging systems help drive sales to our customers. We provide our customers with value-added packaging solutions designed to deliver marketing and performance benefits at a competitive cost by capitalizing on our low-cost paperboard mills and converting plants, proprietary carton and packaging designs and commitment to customer service. We have approximately 13,900 employees worldwide.

We report our results in two business segments: paperboard packaging and flexible packaging, each of which we describe briefly below. Net sales for our paperboard packaging segment were $3,617.0 million, or 83.4% of total net sales, for the year ended December 31, 2012. Net sales for our flexible packaging segment were $720.1 million, or 16.6% of total net sales, for the year ended December 31, 2012.

Paperboard Packaging

Our paperboard packaging products deliver marketing and performance benefits at a competitive cost. We supply paperboard cartons and carriers designed to protect and contain products while providing:

- convenience through ease of carrying, storage, delivery, dispensing of product and food preparation for consumers;
- a smooth surface printed with high-resolution, multi-color, graphic images that help improve brand awareness and visibility of products on store shelves; and
- durability, stiffness, wet and dry tear strength; leak, abrasion and heat resistance; barrier protection from moisture, oxygen, oils and greases; and enhanced microwave heating performance.

We provide a wide range of paperboard packaging solutions for end-use markets that tend to be relatively insulated from economic cycles, including the following:

- beverage, including beer, soft drinks, energy drinks, water and juices;
- food, including cereal, desserts, frozen, refrigerated and microwavable foods and pet foods;

Table of Contents

- prepared foods, including snacks, quick-serve foods for restaurants and food service products; and

- household products, including dishwasher and laundry detergents, health care and beauty aids, and tissues and papers.

We make most of our packaging products from coated unbleached kraft (CUK), coated recycled boxboard (CRB) and uncoated recycled board (URB) that we produce at our mills. The remaining portion of our packaging products are produced from paperboard, primarily solid bleached sulfate (SBS), purchased from external sources. The paperboard is processed in our facilities that print, cut and glue (convert) the paperboard into folding cartons. We operate an integrated, global network of 39 converting facilities supported by seven mills (four CRB mills, two CUK mills, and one URB mill). Approximately 85% of our mill production is internally converted into folding cartons that we sell to our customers. We believe that our high level of vertical integration gives us significant cost advantages over our nonintegrated competitors. As a result we have one of the lowest cost operations in North America and believe we can continue to lower our costs through our continuous improvement initiatives.

We believe that we are the largest U.S. producer of folding cartons; we are the largest of three worldwide producers of CUK and we are the largest producer of CRB in North America. Furthermore, in December 2012, we completed the acquisitions of two European packaging companies, Contego Packaging Holding, Limited and A&R Carton Holding B.V., which created one of Europe s largest folding carton businesses when combined with our existing European packaging business. Our scale is the result of our acquisitive history. The folding carton and paperboard sectors have undergone substantial consolidation in the past decade, which has resulted in tighter supplies and higher operating rates. This has enabled us to more effectively manage the spread between the selling price of our products and raw material costs.

For many of our beverage customers, in addition to producing folding cartons, we also design and manufacture specialized, proprietary packaging machines that package bottles and cans. We also provide this, to a lesser extent, for non-beverage consumer products. We install our packaging machines at customer plants and provide support, service and advanced performance monitoring of the machines. We believe that the use of such machines creates pull-through demand for our cartons, which in turn creates demand for our paperboard products. We continually seek to increase our customers use of our integrated packaging solutions in order to improve revenue opportunities, enhance customer relationships, provide customers with greater packaging line and supply chain efficiencies and overall cash benefits, and expand opportunities for us to provide value-added support and service. We enter into annual or multi-year carton supply contracts with customers, which generally require the customer to purchase a fixed portion of its carton requirements from us.

Our cartons use diverse structural designs and combinations of paperboard, films, foils, metallization, holographics, embossing and other characteristics that are tailored to the needs of individual customers. Our research and development staff works directly with our sales and marketing personnel to understand long-term consumer and retailer trends and create new packaging solutions. These innovative packaging solutions across our growth platforms provide our businesses and customers with differentiated packaging solutions which help us secure new business.

Our labels business focuses on heat transfer labels and lithographic labels and provides customers with high-quality labels utilizing multiple technology applications. We operate dedicated label plants that produce labels for food, beverage, pharmaceutical, automotive, household and industrial products, detergents, and the health and beauty markets.

Table of Contents

Flexible Packaging

We are a leading supplier of flexible packaging in North America. Our flexible packaging products include multi-wall bags, shingle wrap, plastic bags and film for building materials (such as ready-mix concrete), retort pouches (such as meals ready to go), medical test kits, and batch inclusion bags. Key end-markets include food and agriculture, building and industrial materials, chemicals, minerals, pet foods, and pharmaceutical products. Some of these end markets tend to be cyclical and therefore are expected to benefit as the broader economy continues to improve.

Our facilities are strategically located throughout the U.S., allowing us to provide a high level of service to customers, minimize freight and logistics costs, improve order turnaround times and improve supply chain reliability.

We are focused on growing strategic parts of our flexible packaging business while continuing to aggressively consolidate volumes into our most productive facilities, reduce our overall cost structure and manage our capital expenditures. In December 2011, we combined our multi-wall bag and specialty plastics packaging businesses with the kraft paper and multi-wall bag businesses of Delta Natural Kraft, LLC and Mid-America Packaging, LLC, creating what we believe to be the only fully integrated company in the flexible packaging space in the U.S.

Competitive Strengths

We believe our principal strengths include the following:

Strong Market Positions in Attractive Product Categories. We are the leading provider of paperboard packaging solutions, with significant scale, a broad range of product offerings and innovative, value added technological capabilities. We are the largest supplier of folding cartons with approximately 32% market share in the United States, and we are the largest producer of CUK and CRB with estimated 55% and 35% market shares, respectively, in North America. Our business is concentrated around the fastest growing markets in the folding carton industry such as microwaveable foods and strength products where we are focused on increasing market share. We are also the largest U.S. producer of multi-wall bags.

Diverse Global Customers in Stable, Growing Markets. We sell our paperboard products to leading global companies in the beverage, food and other consumer products industries. We have long-term relationships with major companies, including General Mills, Inc., MillerCoors Brewing Company, Kellogg Company, PepsiCo, Inc., Kraft Foods, Inc., Anheuser-Busch InBev, Nestlé Group, The Coca-Cola Company, HAVI Global Solutions, and Kimberly-Clark Corporation. Our flexible packaging business has developed long-standing relationships with customers ranging from small, regionally focused companies to large blue-chip and industrial companies. The food and beverage sectors tend to be more stable than other sectors and as a result we have more consistent revenues and generate steady cash flows. We also have a growing presence in emerging markets, such as Mexico, China and Brazil, where we are able to follow our customers as they expand into new geographies. During 2012 and 2011, no one customer represented more than 10% of our net sales.

Established Innovator of Packaging Products. We have been a leader in paperboard packaging innovations including the Fridge Vendor®, Cooler Pack and Tite-Pak® for beverage products. We hold over 1,500 U.S. and foreign patents, with more than 750 U.S. and foreign patent applications currently pending. We believe there are attractive growth opportunities in our markets from developing innovative products for our customers that support their growth and cost reduction goals. Some of our recent packaging solutions include our new Tite-Pak solution for beer multi-packs, which offers an alternative to partitions and corrugated boxes for the protection of glass

Table of Contents

bottles and reduces breakage and noise throughout the distribution and handling process as compared to traditional partitions and corrugated boxes. In addition, we recently deployed commercially a solid CUK fiber folding carton in the juice pouch sector as a substitute to traditional litho laminated corrugated structures and launched new products for the growing dairy market in China.

Leader in Sustainability. Our customers desire to use more sustainable packaging presents a very attractive opportunity for us. We continue to see substitution of our solid fiber cartons and paper products for corrugated boxes and plastic products. We are well-positioned to capitalize on this trend as our CRB substrates are made from recycled materials. We also have been working with our customers to develop new products that remove excess packaging materials from their supply chains, and thus provide savings for them. We have also improved the efficiency of our operations by reducing our carbon footprint and the amount of water we use to produce our products, all while increasing our paperboard production. We continue to focus on initiatives to reduce our environmental footprint at our various facilities.

Strong Operational Performance. We operate one of the lowest cost networks of mills and converting plants in North America. We have programs in place that are designed to further reduce costs, improve productivity and increase profitability, including Six Sigma, Lean Sigma and Reliability Centered Maintenance principles. During 2012, we achieved approximately $67 million in cost savings as compared to 2011 as a result of our continuous improvement programs and manufacturing initiatives. We also continue to optimize our manufacturing footprint and to consolidate our production facilities, having closed six production facilities over the last two years.

Attractive Free Cash Flow Generation and Debt Paydown. We are focused on optimizing our operations to maximize free cash flow. Our business model allows us to generate significant operating cash flow due to our strong operating margins and disciplined capital expenditures and working capital requirements. In addition, we have approximately $954 million of net operating losses potentially available to offset future income taxes. In the three most recently completed fiscal years, we generated approximately $1.2 billion of net cash from operating activities and reduced our net debt by approximately $370 million. We have decreased our net debt to Adjusted EBITDA ratio from 4.8x at the end of 2009 to 3.5x at the end of 2012. See Summary Financial and Other Information for a reconciliation of these non-GAAP measures to the most directly comparable GAAP measures.

Experienced Management Team with Track Record of Successful Acquisition Integration. Our senior management team has over 160 years of combined experience in the paper and packaging industry. Our President and Chief Executive Officer, David Scheible, has held various executive positions at Graphic Packaging and our predecessors for more than ten years. Additionally, our senior management team has a long-standing record of successfully managing business combinations, including the integration of Riverwood International Corporation and Graphic Packaging Corporation in 2003, Graphic Packaging and Altivity in 2008, and the acquisitions of Sierra Pacific Packaging, Inc., Delta Natural Kraft, LLC and Mid-America Packaging, LLC in 2011, and Contego Packaging Holding, Limited and A&R Carton Holding B.V. in 2012. As a result, we achieved more than $100 million in synergies related to these transactions. Our senior management team is continually seeking to improve profitability, growth and cash flow generation.

Table of Contents

Our Strategy

As a leading provider of paperboard and flexible packaging, we believe that the global packaging market presents significant growth opportunities. We believe that we can continue to enhance our success by implementing the following business strategies:

Expand Market Share in Current Markets and Identify and Penetrate New Markets. We are focused on identifying new target markets such as energy drinks, one of the fastest-growing categories in the beverage industry and new distribution channels such as warehouse clubs, one of the fastest-growing markets in the retail industry. We will also continue to grow in international markets through our acquisitions and as our customers expand abroad.

Continue to Develop and Market Innovative Products and Applications. We will continue to focus on new packaging solutions that differentiate our products and provide opportunities for additional revenue growth and attractive margins. Our development efforts include, but are not limited to, packaging that extends the shelf life of customers products, optimizing production costs, reducing raw materials used in products, enhancing the heat-managing characteristics of food packaging and refining packaging appearance through new printing techniques and materials.

Continue to Reduce Costs by Focusing on Operational Improvements. We remain diligent with our day-to-day cost saving initiatives by instilling a culture of continuous improvement throughout our organization. We believe we can continue to improve our operations through our Six Sigma, Lean Sigma and Reliability Centered Maintenance initiatives. Going forward, we are focused on driving further cost reductions through disciplined, high payback investments.

Diligently Manage Our Pricing/Cost Spread. We will continue our efforts to mitigate our exposure to volatility in key input costs including energy, secondary fiber, chemicals and resins. We are also focused on negotiating faster raw material pass through terms in our customer contracts and will continue to seek price increases to manage our price/cost spread.

Enhance Growth with Strategic Acquisitions. In addition to our primary organic growth strategy, we plan to continue to consider disciplined investments, including joint ventures and strategic acquisitions to supplement our growth objectives. We intend to focus on accretive investments that leverage our core strengths and enhance our current products, end markets, geography and customer mix.

Recent Developments

On March 21, 2013, we announced an underwritten secondary public offering of 28,000,000 shares of our common stock by certain of our existing stockholders and the pricing of the offering at $7.00 per share. In connection with the offering, the selling stockholders have granted to the underwriters an option to purchase up to 4,200,000 additional shares of our common stock until 30 days from closing. The offering is expected to close on March 27, 2013.

After giving effect to the secondary offering, the selling stockholders are expected to continue to beneficially own approximately 44.8% of our outstanding common stock (or approximately 43.6% if the underwriters exercise their option to purchase additional shares in full).

Corporate History and Information

We began producing paperboard packaging in 1923 as Brown Paper Mill Company and were the first company in the U.S. to produce sheet kraft paper and linerboard. Since that time, we have pioneered a number of paperboard and packaging innovations, first as Brown Paper Mill Company, then as Olin Mathieson Chemical, Manville Forest Products and finally Riverwood International Corporation. In 2003, Riverwood International

Table of Contents

Corporation merged with Graphic Packaging Corporation to form Graphic Packaging International, Inc., which was the successor to the packaging and label business formed by the Coors Brewing Company in the 1970s.

On March 10, 2008, the businesses of Graphic Packaging and Altivity merged under the name Graphic Packaging Holding Company. Altivity was the largest privately-held producer of folding cartons and a market leader in all of its major businesses, including coated recycled boxboard, multi-wall bag and specialty packaging. The combination of Graphic Packaging and Altivity brought together two of the most innovative, value-added paperboard packaging companies in the global packaging market with expanded product offerings, market reach and technology capabilities.

Our executive offices are located at 1500 Riveredge Parkway, Suite 100, Atlanta, Georgia 30328, and our telephone number at that location is (770) 240-7200. Our website address is www.graphicpkg.com. The information on our website is not a part of this prospectus supplement.

Table of Contents

The Offering

The summary below describes the principal terms of the notes. Certain of the terms and conditions below are subject to important limitations and exceptions. The Description of the Notes section of this prospectus supplement contains a more detailed description of the terms and conditions of the notes.

Issuer	Graphic Packaging International, Inc.
Guarantors	Graphic Packaging Holding Company, Graphic Packaging Corporation and certain of our material domestic subsidiaries who have guaranteed our obligations in respect of our senior credit facilities and our 2018 notes.
Notes Offered	$425.0 million aggregate principal amount of our % senior notes due 2021.
Offering Price	%.
Maturity Date	, 2021.
Interest	Interest on the notes will be payable semi-annually in cash on and each year, commencing , 2013. Interest will accrue from , 2013.
Optional Redemption	At any time prior to , 2021, we may redeem the notes, in whole or in part, at a redemption price equal to 100% of their principal amount plus a make-whole premium described in Description of the Notes Optional Redemption, together with accrued and unpaid interest to the redemption date.
	In addition, prior to , 2016, we may redeem up to 35% of the aggregate principal amount of outstanding notes with the proceeds from sales of certain kinds of our capital stock at a redemption price equal to % of their principal, plus accrued interest to the redemption date. We may make such redemption only if, after any such redemption, at least 65% of the aggregate principal amount of notes originally issued under the indenture (including any additional notes) remains outstanding. See Description of the Notes Optional Redemption.
	At any time on or after , 2021, we may redeem the notes, in whole or in part, at a redemption price equal to 100% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of redemption.
Change of Control	In the event of a change of control under the terms of the indenture, each holder of the notes will have the right to require us to purchase such holder s notes at a price of 101% of their principal amount plus accrued interest, if any, to the date of purchase. See Description of the Notes Change of Control.

Ranking	The notes will be our general unsecured obligations and will rank:

- equal in right of payment to all of our existing and future unsecured indebtedness and other obligations that are not, by their terms, expressly subordinated in right of payment to the notes;
- senior in right of payment to any future indebtedness and other obligations that are, by their terms, expressly subordinated in right of payment to the notes;
- effectively subordinated to all of our secured indebtedness and other secured obligations to the extent of the value of the assets securing such indebtedness and other obligations; and
- structurally subordinated to all indebtedness and other liabilities (including trade payables) of our subsidiaries that do not guarantee the notes.

The note guarantee of each guarantor will be a general unsecured senior obligation of that guarantor and will rank:

- equal in right of payment to all existing and future unsecured indebtedness and other obligations of that guarantor that are not, by their terms, expressly subordinated in right of payment to the note guarantee;
- senior in right of payment to any future indebtedness and other obligations of that guarantor that are, by their terms, expressly subordinated in right of payment to the note guarantee; and
- effectively subordinated to all secured indebtedness and other secured obligations of that guarantor to the extent of the value of the assets securing such indebtedness and other obligations.

As of December 31, 2012, after giving effect to this offering and the use of proceeds therefrom, we had consolidated total indebtedness of approximately $2.4 billion, of which approximately $1.6 billion was secured and therefore effectively senior to the notes, and of which approximately $246.8 million ranked equally in right of payment with the notes. As of December 31, 2012, our non-guarantor subsidiaries had liabilities of approximately $280 million, all of which would be structurally senior to the notes.

As of December 31, 2012, we had additional available borrowings under the revolving portion of our senior credit facilities of up to $645.5 million, all of which would be secured. We also have additional available borrowings of up to $6.3 million under credit facilities used to fund our international subsidiaries, which would be structurally senior to the notes.

Table of Contents

Certain Covenants	The indenture governing the notes will contain covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to: incur more debt; pay dividends or redeem stock; make certain investments; create liens; transfer or sell assets; merge or consolidate; and enter into transactions with our affiliates. These covenants will be subject to important exceptions and qualifications, which are described under Description of the Notes Certain Covenants and Description of the Notes Merger and Consolidation. Certain covenants are also subject to termination in the event that we are rated investment grade.
Use of Proceeds	We will use the net proceeds of this offering, together with cash on hand, to refinance, through a redemption, all $425.0 million aggregate principal amount of our outstanding 2017 notes at a redemption price equal to 104.75% of the principal amount of the notes redeemed, plus accrued and unpaid interest to, but not including, June 15, 2013, the redemption date, and to pay fees and expenses incurred in connection with this offering and the redemption. See Use of Proceeds.

You should carefully consider all of the information in this prospectus supplement, or incorporated by reference herein, including the discussion under the caption Risk Factors beginning on page S-14 before investing in the notes.

Table of Contents

Summary Financial and Other Information

The following summary historical condensed consolidated financial data of Graphic Packaging Holding Company as of December 31, 2010, 2011 and 2012 and for each of the fiscal years in the three year period ended December 31, 2012 have been derived from our audited consolidated financial statements incorporated by reference into this prospectus supplement. This information is only a summary and should be read in conjunction with our financial statements and the notes thereto incorporated by reference into this prospectus supplement and the Management s Discussion and Analysis of Financial Condition and Results of Operations section contained in our 2012 10-K.

	Fiscal Year Ended December 31,		
	2010	**2011**	**2012**
		(In millions)	
Consolidated Statement of Operations:			
Net sales	$ 4,095.0	$ 4,206.3	$ 4,337.1
Cost of sales	3,501.8	3,568.8	3,617.5
Selling, general and administrative	320.4	342.4	378.1
Other income, net	(1.8)	(2.7)	(7.3)
Goodwill impairment, restructuring and other special charges	55.1	107.5	26.4
Income from operations	219.5	190.3	322.4
Interest expense, net	(174.5)	(144.9)	(111.1)
Loss on modification or extinguishment of debt (1)	(8.4)	(2.1)	(11.0)
Income before income taxes and equity income of unconsolidated entities	36.6	43.3	200.3
Income tax (expense) benefit	(27.5)	229.8	(82.5)
Income before equity income of unconsolidated entities	9.1	273.1	117.8
Equity income of unconsolidated entities	1.6	2.1	2.3
Net income	10.7		