

GRAPHIC PACKAGING HOLDING CO

Form SC 13D/A

November 26, 2013

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13D**

**(Rule 13d-101)**

**(Amendment No. 6)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

Graphic Packaging Holding Company

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

388689 101

(CUSIP Number)

Ronald Cami

Vice President

TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, TX 76102

(817) 871-4000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 25, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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|                                                  |                                                                                             |
|--------------------------------------------------|---------------------------------------------------------------------------------------------|
| NAMES OF REPORTING PERSONS                       |                                                                                             |
| 1                                                | TPG Group Holdings (SBS) Advisors, Inc.<br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 2                                                | (see instructions)                                                                          |
|                                                  | (a) <input type="radio"/>                                                                   |
|                                                  | (b) <input type="radio"/>                                                                   |
| 3                                                | SEC USE ONLY                                                                                |
| 4                                                | SOURCE OF FUNDS (see instructions)                                                          |
|                                                  | OO (See Item 3)                                                                             |
| 5                                                | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)          |
| 6                                                | CITIZENSHIP OR PLACE OF ORGANIZATION                                                        |
|                                                  | Delaware                                                                                    |
| 7                                                | SOLE VOTING POWER                                                                           |
|                                                  | -0-                                                                                         |
| 8                                                | SHARED VOTING POWER                                                                         |
| NUMBER OF SHARES                                 | 39,393,264 (see Item 5)                                                                     |
| 9                                                | SOLE DISPOSITIVE POWER                                                                      |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |                                                                                             |

-0-  
SHARED  
DISPOSITIVE  
POWER

10

39,393,264 (see  
Item 5)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

11

39,393,264 (see Item 5)

CHECK IF THE

AGGREGATE

AMOUNT IN ROW (11) ☐

EXCLUDES CERTAIN

SHARES

PERCENT OF CLASS

REPRESENTED BY AMOUNT IN

ROW 11

13

12.1% (see Item 5)\*

TYPE OF REPORTING PERSON

(see instructions)\*

14

CO

This calculation is based on

324,746,642 shares of Issuer

Common Stock (as defined below)

outstanding as of November 15, 2013

as reported in the Prospectus

Supplement filed by the Issuer (as

defined below) with the Securities

and Exchange Commission (the

"Commission") on November 21, 2013,

after giving effect to the Share

Repurchase (as defined herein).

\*

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|   |                                                                                    |                         |
|---|------------------------------------------------------------------------------------|-------------------------|
| 1 | NAMES OF REPORTING PERSONS                                                         |                         |
|   | David Bonderman                                                                    |                         |
|   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                   |                         |
| 2 | (see instructions)                                                                 |                         |
|   | (a) o                                                                              |                         |
|   | (b) o                                                                              |                         |
| 3 | SEC USE ONLY                                                                       |                         |
| 4 | SOURCE OF FUNDS (see instructions)                                                 |                         |
|   | OO (See Item 3)                                                                    |                         |
|   | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | o                       |
| 5 | CITIZENSHIP OR PLACE OF ORGANIZATION                                               |                         |
| 6 | United States of America                                                           |                         |
|   | 7                                                                                  | SOLE VOTING POWER       |
|   | 8                                                                                  | -0- SHARED VOTING POWER |
|   | NUMBER OF SHARES                                                                   | 39,393,264 (see Item 5) |
|   | BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                                   | 9                       |
|   |                                                                                    | SOLE DISPOSITIVE POWER  |
|   |                                                                                    | -0-                     |

10 SHARED  
DISPOSITIVE  
POWER

39,393,264 (see  
Item 5)

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 39,393,264 (see Item 5)  
CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW 0  
(11)

13 EXCLUDES CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 11

14 12.1% (see Item 5)\*  
TYPE OF REPORTING PERSON  
(see instructions)\*

\* IN  
This calculation is based on  
324,746,642 shares of Issuer  
Common Stock outstanding as of  
November 15, 2013 as reported in  
the Prospectus Supplement filed by  
the Issuer with the Commission on  
November 21, 2013, after giving  
effect to the Share Repurchase.

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|   |                                                  |                         |
|---|--------------------------------------------------|-------------------------|
| 1 | NAMES OF REPORTING PERSONS                       |                         |
|   | James G. Coulter                                 |                         |
|   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |                         |
| 2 | (see instructions)                               |                         |
|   | (a) o                                            |                         |
|   | (b) o                                            |                         |
| 3 | SEC USE ONLY                                     |                         |
| 4 | SOURCE OF FUNDS (see instructions)               |                         |
|   | OO (See Item 3)                                  |                         |
|   | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS         | £                       |
| 5 | IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)       |                         |
|   | CITIZENSHIP OR PLACE OF ORGANIZATION             |                         |
| 6 | United States of America                         |                         |
|   | 7                                                | SOLE VOTING POWER       |
|   | 8                                                | -0- SHARED VOTING POWER |
|   | NUMBER OF SHARES                                 | 39,393,264 (see Item 5) |
|   | BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 9                       |
|   |                                                  | SOLE DISPOSITIVE POWER  |
|   |                                                  | -0-                     |

|    |    |                                                                                                                                                                                             |
|----|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    | 10 | <p>SHARED<br/>DISPOSITIVE<br/>POWER</p> <p>39,393,264 (see<br/>Item 5)</p>                                                                                                                  |
| 11 |    | <p>AGGREGATE AMOUNT<br/>BENEFICIALLY OWNED BY<br/>EACH REPORTING PERSON</p>                                                                                                                 |
| 12 |    | <p>39,393,264 (see Item 5)<br/>CHECK IF THE<br/>AGGREGATE<br/>AMOUNT IN ROW (11)     £<br/>EXCLUDES     CERTAIN<br/>SHARES<br/>PERCENT OF CLASS<br/>REPRESENTED BY AMOUNT IN<br/>ROW 11</p> |
| 13 |    |                                                                                                                                                                                             |
| 14 |    | <p>12.1% (see Item 5)*<br/>TYPE OF REPORTING PERSON<br/>(see instructions)*</p>                                                                                                             |

|   |  |                                                                                                                                                                                                                                                                                                             |
|---|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|   |  | <p>IN</p> <p>This calculation is based on<br/>324,746,642 shares of Issuer<br/>Common Stock outstanding as of<br/>November 15, 2013 as reported in<br/>the Prospectus Supplement filed by<br/>the Issuer with the Commission on<br/>November 21, 2013, after giving<br/>effect to the Share Repurchase.</p> |
| * |  |                                                                                                                                                                                                                                                                                                             |

This Amendment No. 6 (this “Amendment”) amends and supplements the Schedule 13D filed on March 10, 2008, as amended and supplemented by Amendment No. 1 filed on February 14, 2012, Amendment No. 2 filed on December 20, 2012, Amendment No. 3 filed on March 28, 2013, Amendment No. 4 filed on June 5, 2013 and Amendment No. 5 filed on August 14, 2013 (as so amended, the “Original Schedule 13D” and, as further amended and supplemented by this Amendment, the “Schedule 13D”) by TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation (“Group Advisors”) with respect to the Common Stock of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

## **Item 2. Identity and Background.**

This Amendment amends and restates the second paragraph of Item 2 of the Original Schedule 13D in its entirety as set forth below:

“Group Advisors is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of each of (i) TPG GenPar IV Advisors LLC, a Delaware limited liability company (“TPG Advisors IV”), and (ii) TPG GenPar V Advisors, LLC, a Delaware limited liability company (“TPG Advisors V”). TPG Advisors IV is the general partner of TPG GenPar IV, L.P., a Delaware limited partnership, which is the general partner of each of TPG Bluegrass IV – AIV 1, L.P., a Delaware limited partnership (“TPG IV-AIV 1”), and TPG Bluegrass IV – AIV 2, L.P., a Delaware limited partnership (“TPG IV-AIV 2” and, together with TPG IV-AIV 1, the “TPG IV Funds”). The TPG IV Funds in the aggregate directly hold 19,696,633 shares of Issuer Common Stock (the “TPG IV Shares”) reported herein. TPG Advisors V is the general partner of TPG GenPar V, L.P., a Delaware limited partnership, which is the general partner of each of TPG Bluegrass V – AIV 1, L.P., a Delaware limited partnership (“TPG V-AIV 1”), TPG Bluegrass V – AIV 2, L.P., a Delaware limited partnership (“TPG V-AIV 2”), TPG FOF V-A, L.P., a Delaware limited partnership (“TPG FOF V-A”), and TPG FOF V-B, L.P., a Delaware limited partnership (“TPG FOF V-B” and, together with TPG V-AIV 1, TPG V-AIV 2, and TPG FOF V-A, the “TPG V Funds”). The TPG V Funds in the aggregate directly hold 19,696,631 shares of Issuer Common Stock (the “TPG V Shares” and, together with the TPG IV Shares, the “Shares”). Because of the relationship between Group Advisors and the TPG IV Funds and the TPG V Funds (collectively, the “TPG Funds”), Group Advisors may be deemed to beneficially own the Shares.”

## **Item 4. Purpose of Transaction.**

This Amendment amends and restates the last paragraph of Item 4 of the Original Schedule 13D in its entirety as set forth below:

### ***“November 2013 Registered Offering***

On November 19, 2013, the TPG Funds, in their capacity as selling stockholders, entered into an underwriting agreement (the “November 2013 Underwriting Agreement”), the form of which is attached hereto as Exhibit 15, with the Issuer, the other selling stockholders named in Schedule B thereto (such selling stockholders, together with the TPG Funds, the “November 2013 Selling Stockholders”) and Citigroup Global Markets Inc., as underwriter (the “November 2013 Underwriter”), pursuant to which the TPG Funds agreed to sell 25,600,866 shares of Issuer Common Stock, certain Coors Family Stockholders agreed to sell 11,143,406 shares of Issuer Common Stock, the CDR Fund agreed to sell 5,561,038 shares of Issuer Common Stock and Old Town agreed to sell 5,561,038 shares of Issuer Common Stock, in each case for a purchase price of \$8.38 per share. The Issuer agreed to purchase from the November 2013 Underwriter 23,866,348 of the 47,866,348 shares of Issuer Common Stock that were the subject of the November 2013 Registered Offering at a price of \$8.38 per share (the “Share Repurchase”). The November 2013 Offering was made pursuant to the Issuer’s registration statement on Form S-3 (File No. 333-176606).



The November 2013 Registered Offering and the Share Repurchase closed on November 25, 2013.

***November 2013 Lock-Up Agreement***

In connection with the November 2013 Registered Offering, the November 2013 Selling Stockholders, including each of the TPG Funds, agreed with the November 2013 Underwriter, pursuant to a lock-up agreement (each, a “November 2013 Lock-Up Agreement”), the form of which is attached hereto as Exhibit 16, that they will not, directly or indirectly, offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, or otherwise dispose of or transfer, or engage in any transaction that transfers, in whole or in part, directly or indirectly, the economic consequences of ownership of, any shares of Issuer Common Stock or any securities convertible into or exchangeable or exercisable for shares of Issuer Common Stock (other than as contemplated by the November 2013 Underwriting Agreement or pursuant to certain other exceptions), without the prior written consent of the November 2013 Underwriter for a period of 45 days after the date of the November 2013 Underwriting Agreement. The Issuer has agreed to substantially similar restrictions for a period of 45 days, subject to certain exceptions.

The foregoing summaries of the Transaction Agreement, the Stockholders Agreement, the Registration Rights Agreement, the Underwriting Agreement, the Lock-Up Agreement, the March 2013 Underwriting Agreement, the March 2013 Lock-Up Agreement, the May 2013 Underwriting Agreement, the May 2013 Lock-Up Agreement, the August 2013 Underwriting Agreement, the August 2013 Lock-Up Agreement, the November 2013 Underwriting Agreement and the November 2013 Lock-Up Agreement do not purport to be complete and are qualified in their entirety by reference to the complete text of such agreements attached hereto as Exhibits 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 15 and 16, respectively, which are incorporated herein by reference.)

**Item 5. Interest in Securities of the Issuer.**

This Amendment amends and restates the second, third and fourth paragraphs of Item 5 of the Original Schedule 13D in their entirety as set forth below:

“The following disclosure assumes that there are 324,746,642 shares of Issuer Common Stock outstanding as of November 15, 2013 as reported in the Prospectus Supplement filed by the Issuer with the Commission on November 21, 2013, after giving effect to the Share Repurchase.

(a) and (b) Pursuant to Rule 13d-3 under the Securities Act, through the TPG Funds, the Reporting Persons may be deemed to beneficially own 39,393,264 shares of Issuer Common Stock, which constitute approximately 12.1% of the outstanding Common Stock of the Issuer.

By virtue of the Stockholders Agreement and the Registration Rights Agreement, the Covered Stockholders may be deemed to be a “group” within the meaning of Rule 13d-5(b) under the Exchange Act. As members of the group, each of the Covered Stockholders may be deemed to beneficially own the Issuer Common Stock beneficially owned by the members of the group as a whole. If deemed a group, the Reporting Persons together with the other Covered Stockholders may be deemed to beneficially own, in the aggregate, 73,654,214 shares of Issuer Common Stock, representing approximately 22.7% of the Issuer Common Stock. Each of the Reporting Persons expressly disclaims beneficial ownership of those shares of Issuer Common Stock held by any other Covered Stockholder.”

**Item 7. Exhibits.**

This Amendment amends and restates Item 7 of the Original Schedule 13D in its entirety as set forth below:

Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and

1. James G. Coulter, dated as of February 14, 2011 (previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011).

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- Transaction Agreement and Agreement and Plan of Merger, dated as of July 9, 2007, among Graphic Packaging Corporation, Bluegrass Container Holdings, LLC, TPG Bluegrass IV – AIV 1, L.P., TPG Bluegrass IV – AIV 2, L.P., TPG Bluegrass V – AIV 1, L.P., TPG Bluegrass V – AIV 2, L.P., TPG FOF V – A, L.P., TPG FOF V – B, L.P.,
2. TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P. and TPG Bluegrass V, Inc., Field Holdings, Inc., BCH Management, LLC, Graphic Packaging Holding Company (f/k/a New Giant Corporation) and Giant Merger Sub, Inc. (incorporated by reference to Exhibit 2.1 to Graphic Packaging Corporation's Current Report on Form 8-K filed July 11, 2007).

- Stockholders Agreement, dated as of July 9, 2007, among Graphic Packaging Holding Company (f/k/a New Giant Corporation), the Coors Family Stockholders named therein, Clayton, Dubilier & Rice Fund V Limited Partnership, EXOR Group S.A., Field Holdings, Inc., TPG Bluegrass IV – AIV 1, L.P., TPG Bluegrass IV – AIV 2, L.P., TPG Bluegrass V – AIV 1, L.P., TPG Bluegrass V – AIV 2, L.P., TPG FOF V – A, L.P., TPG FOF V – B, L.P.,
3. TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P. and TPG Bluegrass V, Inc., (incorporated by reference to Exhibit 4.2 to Graphic Packaging Corporation's Current Report on Form 8-K filed July 11, 2007).

- Registration Rights Agreement, dated as of July 9, 2007, among Graphic Packaging Holding Company (f/k/a New Giant Corporation), the Coors Family Stockholders named therein, Clayton, Dubilier & Rice Fund V Limited Partnership, EXOR Group S.A., Field Holdings, Inc., TPG Bluegrass IV – AIV 1, L.P., TPG Bluegrass IV – AIV 2, L.P., TPG Bluegrass V – AIV 1, L.P., TPG Bluegrass V – AIV 2, L.P., TPG FOF V – A, L.P., TPG FOF V – B, L.P.,
4. TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P. TPG Bluegrass V, Inc., BCH Management, LLC and certain other stockholders (incorporated by reference to Exhibit 4.3 to Graphic Packaging Corporation's Current Report on Form 8-K filed July 11, 2007).

- Underwriting Agreement, dated December 12, 2012, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed December 18, 2012).
- 5.

- Form of Lock-Up Agreement, by and among each of the Selling Stockholders listed in Schedule B to the Underwriting Agreement and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several Underwriters (incorporated by reference to Exhibit B-2 of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed December 18, 2012).
- 6.

- Underwriting Agreement, dated March 21, 2013, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed March 27, 2013).
- 7.

- Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters (incorporated by reference to Exhibit B-2 of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed March 27, 2013).
- 8.

- Underwriting Agreement, dated May 30, 2013, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., as underwriters (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding
- 9.

Company's Current Report on Form 8-K filed June 5, 2013).

10. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., as underwriters (incorporated by reference to Exhibit B of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed June 5, 2013).

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11. Underwriting Agreement, dated August 7, 2013, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as underwriters (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed August 13, 2013).

12. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as underwriters (incorporated by reference to Exhibit B of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed August 13, 2013).

13. Authorization and Designation Letter, dated July 1, 2013, by David Bonderman.

14. Authorization and Designation Letter, dated July 1, 2013, by James G. Coulter.

15. Underwriting Agreement, dated November 19, 2013, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Citigroup Global Markets Inc., as underwriter (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed November 25, 2013).

16. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Citigroup Global Markets Inc., as underwriter (incorporated by reference to Exhibit B of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed November 25, 2013).

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 26, 2013

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Ronald Cami  
Name: Ronald Cami  
Title: Vice President

David Bonderman

By: /s/ Ronald Cami  
Name: Ronald Cami on behalf of David Bonderman (1)

James G. Coulter

By: /s/ Ronald Cami  
Name: Ronald Cami on behalf of James G. Coulter (2)

Ronald Cami is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated July (1)1, 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Bonderman on August 14, 2013 (SEC File No. 005-83906).

Ronald Cami is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated July 1, (2)2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Coulter on August 14, 2013 (SEC File No. 005-83906).

Schedule I

All addresses are c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102.

Name Title

David Bonderman President

James G. Coulter Senior Vice President

John E. Viola Vice President, Treasurer and Director

Ronald Cami Vice President, Secretary and Director

David C. Reintjes Chief Compliance Officer and Assistant Secretary

Clive Bode Assistant Treasurer

Steven A. Willmann Assistant Treasurer

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## INDEX TO EXHIBITS

| Exhibit Number | Description of Exhibits                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.             | Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011 (previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011).                                                                                                                                                                                                                                                                 |
| 2.             | Transaction Agreement and Agreement and Plan of Merger, dated as of July 9, 2007, among Graphic Packaging Corporation, Bluegrass Container Holdings, LLC, TPG Bluegrass IV – AIV 1, L.P., TPG Bluegrass IV – AIV 2, L.P., TPG Bluegrass V – AIV 1, L.P., TPG Bluegrass V – AIV 2, L.P., TPG FOF V – A, L.P., TPG FOF V – B, L.P., TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P. and TPG Bluegrass V, Inc., Field Holdings, Inc., BCH Management, LLC, Graphic Packaging Holding Company (f/k/a New Giant Corporation) and Giant Merger Sub, Inc. (incorporated by reference to Exhibit 2.1 to Graphic Packaging Corporation’s Current Report on Form 8-K filed July 11, 2007).                          |
| 3.             | Stockholders Agreement, dated as of July 9, 2007, among Graphic Packaging Holding Company (f/k/a New Giant Corporation), the Coors Family Stockholders named therein, Clayton, Dubilier & Rice Fund V Limited Partnership, EXOR Group S.A., Field Holdings, Inc., TPG Bluegrass IV – AIV 1, L.P., TPG Bluegrass IV – AIV 2, L.P., TPG Bluegrass V – AIV 1, L.P., TPG Bluegrass V – AIV 2, L.P., TPG FOF V – A, L.P., TPG FOF V – B, L.P., TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P. and TPG Bluegrass V, Inc., (incorporated by reference to Exhibit 4.2 to Graphic Packaging Corporation’s Current Report on Form 8-K filed July 11, 2007).                                                        |
| 4.             | Registration Rights Agreement, dated as of July 9, 2007, among Graphic Packaging Holding Company (f/k/a New Giant Corporation), the Coors Family Stockholders named therein, Clayton, Dubilier & Rice Fund V Limited Partnership, EXOR Group S.A., Field Holdings, Inc., TPG Bluegrass IV – AIV 1, L.P., TPG Bluegrass IV – AIV 2, L.P., TPG Bluegrass V – AIV 1, L.P., TPG Bluegrass V – AIV 2, L.P., TPG FOF V – A, L.P., TPG FOF V – B, L.P., TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P., TPG Bluegrass V, Inc., BCH Management, LLC and certain other stockholders (incorporated by reference to Exhibit 4.3 to Graphic Packaging Corporation’s Current Report on Form 8-K filed July 11, 2007). |
| 5.             | Underwriting Agreement, dated December 12, 2012, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company’s Current Report on Form 8-K filed December 18, 2012).                                                                                                                                                                                                                                                                               |
| 6.             | Form of Lock-Up Agreement, by and among each of the Selling Stockholders listed in Schedule B to the Underwriting Agreement and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several Underwriters (incorporated by reference to Exhibit B-2 of Exhibit 1.1 to Graphic Packaging Holding Company’s Current Report on Form 8-K filed December 18, 2012).                                                                                                                                                                                                                                                                                                                |

7. Underwriting Agreement, dated March 21, 2013, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed March 27, 2013).

8. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters (incorporated by reference to Exhibit B-2 of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed March 27, 2013).
9. Underwriting Agreement, dated May 30, 2013, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., as underwriters (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed June 5, 2013).
10. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., as underwriters (incorporated by reference to Exhibit B of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed June 5, 2013).
11. Underwriting Agreement, dated August 7, 2013, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as underwriters (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed August 13, 2013).
12. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as underwriters (incorporated by reference to Exhibit B of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed August 13, 2013).
13. Authorization and Designation Letter, dated July 1, 2013, by David Bonderman.
14. Authorization and Designation Letter, dated July 1, 2013, by James G. Coulter.
15. Underwriting Agreement, dated November 19, 2013, among Graphic Packaging Holding Company, the selling stockholders named in Schedule B thereto and Citigroup Global Markets Inc., as underwriter (incorporated by reference to Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed November 25, 2013).
16. Form of Lock-Up Agreement, by and among each of the selling stockholders listed in Schedule B to the Underwriting Agreement and Citigroup Global Markets Inc., as underwriter (incorporated by reference to Exhibit B of Exhibit 1.1 to Graphic Packaging Holding Company's Current Report on Form 8-K filed November 25, 2013).