

GRAPHIC PACKAGING HOLDING CO
Form 8-K
May 24, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event
reported): May 20, 2010**

GRAPHIC PACKAGING HOLDING COMPANY
(Exact name of registrant as specified in its charter)

Delaware

001-33988

26-0405422

(State or other jurisdiction of
incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

**814 Livingston Court
Marietta, Georgia 30067**

(Address of principal executive offices)
(Zip Code)

(770) 644-3000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders

Graphic Packaging Holding Company held its Annual Meeting of Stockholders on May 20, 2010. Of the 343,247,088 shares of common stock eligible to vote at the Annual Meeting, 320,795,582 were represented in person or by proxy.

The final results of voting on the matters submitted to stockholders are as follows:

Proposal No. 1. The election of four Class III directors to serve a three-year term:

| Director | For | Withheld |
|----------------------|-------------|-----------------|
| George V. Bayly | 316,202,181 | 4,593,401 |
| Matthew J. Espe | 319,600,994 | 1,194,588 |
| Harold R. Logan, Jr. | 314,589,304 | 6,206,278 |
| Robert W. Tieken | 313,874,522 | 6,921,060 |

Proposal No. 2. Other matters that may come before the Annual Meeting:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 247,933,946 | 36,855,587 | 134,800 | 0 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**GRAPHIC PACKAGING HOLDING
COMPANY**
(Registrant)

Date: May 24, 2010

By: /s/ Stephen A. Hellrung
Stephen A. Hellrung
Senior Vice President, General
Counsel and Secretary