

March 21, 2013



Graphic Packaging Holding Company Announces Increase in Size and Pricing of Secondary Common Stock Offering by Selling Stockholders

ATLANTA, March 21, 2013 /PRNewswire/ -- Graphic Packaging Holding Company (NYSE: GPK) today announced that the selling stockholders have increased the size of the previously announced underwritten secondary public offering of 25,000,000 shares of its common stock to 28,000,000 shares and priced the offering at \$7.00 per share. The shares are being sold by certain existing stockholders of the Company. The Company is not selling any shares and will not receive any proceeds from the offering and the total number of shares of its outstanding common stock will not change as a result of the offering.

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 common stock. The offering is expected to close on March 27, 2013.

Goldman, Sachs & Co., BofA Merrill Lynch, J.P. Morgan, Citigroup, and Deutsche Bank Securities are serving as joint book running managers for the offering and TPG Capital BD, LLC, Baird, and Oppenheimer & Co. are serving as co-managers.

A shelf registration statement (including a prospectus and prospectus supplement) relating to the offering of the common stock has previously been filed with the Securities and Exchange Commission and has become effective. Before investing, you should read the prospectus, the prospectus supplement and other documents filed with the Securities and Exchange Commission for information about the Company and the offering. Copies of the prospectus and related supplement may be obtained by contacting any of the joint book running managers whose contact information is listed below. You may also obtain these documents free of charge by visiting the Securities and Exchange Commission's website at www.sec.gov.

Joint Book Running Managers:

Goldman, Sachs & Co.
Prospectus Department
200 West Street
New York, NY 10282
Telephone: 1-866-471-2526, facsimile: 212-902-9316
Email: prospectus-ny@ny.email.gs.com

BofA Merrill Lynch
222 Broadway
New York, NY 10038

Attention: Prospectus Department
Email: dg.prospectus_requests@baml.com

J.P. Morgan Securities LLC
Attention: Broadridge Financial Solutions
1155 Long Island Avenue
Edgewood, New York 11717
Tel: (866) 803-9204

Citigroup
c/o Broadridge Financial Solutions
1155 Long Island Avenue
Edgewood, NY 11717
Tel: 1-800-831-9146

Deutsche Bank Securities Inc.
Attn.: Prospectus Group
60 Wall Street
New York, NY 10005-2836
Tel: (800) 503-4611

This press release does not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

Forward Looking Statements

Any statements of the Company's expectations in this press release constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements, including but not limited to those regarding the offering and the timing of the offering, are based on currently available information and are subject to various risks and uncertainties that could cause actual results to differ materially from the Company's present expectations. These risks and uncertainties include, but are not limited to, market conditions affecting the offering. Undue reliance should not be placed on such forward-looking statements, as such statements speak only as of the date on which they are made and the Company undertakes no obligation to update such statements. Additional information regarding this and other risks is contained in the Company's filings with the Securities and Exchange Commission.

About Graphic Packaging Holding Company

Graphic Packaging Holding Company (NYSE: GPK), headquartered in Atlanta, Georgia, is a leading provider of packaging solutions for a wide variety of products to food, beverage and other consumer products companies. The Company is one of the largest producers of folding cartons and holds a leading market position in coated-unbleached kraft, coated-recycled boxboard and specialty packaging. The Company's customers include some of the most widely recognized companies in the world.

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