

RIVERWOOD HOLDING INC
Form 8-K
July 22, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Sections 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event

reported): **July 22, 2003**

RIVERWOOD HOLDING, INC.

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(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation or organization)

1-11113

Commission File Number

58-2205241

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

814 Livingston Court

Marietta, GA 30067

(Address of principal executive offices)

(Zip Code)

(770) 644-3000

(Registrant's telephone number, including area code)

Item 9. Regulation FD Disclosure.

Riverwood International Corporation, a wholly-owned subsidiary of Riverwood Holding, Inc., today announced its intention to offer \$850 million total principal amount of Senior Notes due 2011 and Senior Subordinated Notes due 2013 (the "Notes"), each as a separate issue. As previously announced, Riverwood Holding, Inc. and Graphic Packaging International Corporation ("GPIC") have agreed to merge in a stock-for-stock transaction. At the time of such merger, Riverwood International Corporation will merge with Graphic Packaging Corporation, a wholly-owned subsidiary of GPIC, and be renamed Graphic Packaging International, Inc., which will be the obligor on the Notes. The offering is expected to close in August 2003. The net proceeds of the offering will be applied to refinance existing indebtedness of Riverwood International Corporation and Graphic Packaging Corporation. The Notes have not been and will not be registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933, as amended.

Riverwood International Corporation's press release dated July 22, 2003 announcing the offering of the Notes has been furnished as Exhibit 99.1 to this Report.

SIGNATURES

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.

RIVERWOOD HOLDING, INC.
(Registrant)

Date: July 22, 2003

By: /s/ Daniel J. Blount
Name: Daniel J. Blount
Title: Senior Vice President and
Chief Financial Officer

Exhibit Index

Exhibit Number	Description
Exhibit 99.1	Press release of Riverwood International Corporation dated July 22, 2003.