

GRAPHIC PACKAGING HOLDING CO
Form 3/A
February 12, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| À GIOVANNI AGNELLI e | | (Month/Day/Year) | GRAPHIC PACKAGING HOLDING CO [GPK] | |
| C.S.a.p.az | | 03/10/2008 | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| VIA DEL CARMINE | | | (Check all applicable) | |
| 10,À PRESSO SIMON | | | _____ Director <input checked="" type="checkbox"/> 10% Owner | |
| FIDUCIARIA S.P.A | | | _____ Officer _____ Other | |
| (Street) | | | (give title below) (specify below) | |
| TOURIN, ITALY,À L6À 10122 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 02/11/2009 | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | _____ Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.01 per share ⁽¹⁾ <u>(2)</u> | 34,222,500 | I | See Footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year) | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GIOVANNI AGNELLI e C.S.a.p.az VIA DEL CARMINE 10 PRESSO SIMON FIDUCIARIA S.P.A TOURIN, ITALY, L6 10122 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Peter J. Rothenberg,
Attorney-in-Fact

02/12/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Pursuant to a merger of Graphic Packaging Corporation ("Graphic") with and into Giant Merger Sub, Inc. ("Merger Sub"), a wholly owned subsidiary of New Giant Corporation ("New Giant"), each share of Graphic owned by OLD TOWN S.A., formerly known as EXOR GROUP S.A. ("OLD TOWN"), prior to the merger was converted into the right to receive one share of New Giant. Upon effectiveness of the merger, New Giant then changed its name to Graphic Packaging Holding Company, Inc. (the "Issuer"). The merger is described in the Form S-4/A filed by the Issuer on December 6, 2007. As a result of the merger which was effective on March 10, 2008, the 34,222,500 shares of Graphic common stock beneficially owned by OLD TOWN at such time were converted into 34,222,500 shares of Issuer common stock.
- (1)
- (2) Giovanni Agnelli e C.S.a.p.az. is the beneficial owner of more than 99% of the equity interests of OLD TOWN. The Reporting Person disclaims having a beneficial interest in the shares of the Issuer.

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Remarks:

This amendment is filed solely to (i) correct the name of the Reporting Person to "Giovanni Agnelli" and (ii) correct the ownership interest of the Reporting Person in OLD TOWN to more than 99%.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.