

GRAPHIC PACKAGING INTERNATIONAL CORP  
Form 8-K  
August 31, 2001

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

August 15, 2001  
(Date of earliest event reported)

Commission file number: 0-20704

GRAPHIC PACKAGING INTERNATIONAL CORPORATION  
(Exact name of registrant as specified in its charter)

Colorado 84-1208699  
(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification No.)

4455 Table Mountain Drive, Golden, Colorado 80403  
(Address of principal executive offices) (Zip Code)

(303) 215-4600  
(Registrant's telephone number, including area code)

Item 5. Other Events

On August 15, 2001 the Company completed the placement of \$50 million of subordinated debt to Golden Heritage LLC, a related party. In addition, the Company agreed to change the dividend payment date on the Company's preferred stock to the fifteenth day of the last month of each quarter, conforming to the interest payment schedule for the subordinated notes; and the required principal payment dates on the five-year term notes held by the Company's senior creditors were changed to the first day of the last month of each quarter.

Issuance of \$50 Million 10% Senior Subordinated Debt

Information to be provided herein is incorporated by reference to the Company's News Release, dated August 15, 2001 and provided as an exhibit to this current report on Form 8-K.

Item 7. Financial Statements and Exhibits

(c) Exhibits:

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Exhibit Number	Document Description
4.1	Letter Agreement between the Company and the Company's preferred stockholder, dated as of August 15, 2001
10.1	\$50 million 10% Senior Subordinated Note Agreement, dated as of August 15, 2001
10.2	Fourth Amendment to Revolving Credit and Term Loan Agreement, effective as of August 15, 2001, among the Company and its lenders.
99	News Release, dated as of August 15, 2001, announcing the issuance of subordinated debt.

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.

Date: August 31, 2001

By /s/ Luis E. Leon

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Luis E. Leon  
(Chief Financial Officer)

Date: August 31, 2001

By /s/ John S. Norman

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John S. Norman  
(Corporate Controller)