GRAPHIC PACKAGING CORP
Form 424B2
September 17, 2010

Table of Contents

Filed Pursuant to Rule 424(b)(2)
Registration No. 333-166324

PROSPECTUS SUPPLEMENT
(To Prospectus dated July 1, 2010)

$250,000,000

Graphic Packaging International, Inc.
77/8% Senior Notes due 2018

We are a leading provider of packaging solutions for a wide variety of products to food, beverage and other consumer products companies. Additionally, we are the largest U.S. producer of folding cartons and hold leading market positions in coated unbleached kraft paperboard, coated recycled boxboard and multi-wall bags. Our customers include some of the world s most widely recognized companies and well-known brands. We strive to provide our customers with packaging solutions designed to deliver marketing and performance benefits at a competitive cost by capitalizing on our low-cost paperboard mills and converting plants, proprietary carton and packaging designs and commitment to customer service.

We are offering $250.0 million aggregate principal amount of our 77/8% senior notes due 2018. The notes will mature on October 1, 2018.

We will use the net proceeds of this offering, together with cash on hand, solely to refinance, through a tender offer, $250.0 million aggregate principal amount of our outstanding 9.50% senior subordinated notes due 2013.

We will pay interest on the notes semi-annually in cash in arrears on April 1 and October 1 of each year, beginning on April 1, 2011.

The notes will be guaranteed by Graphic Packaging Holding Company and Graphic Packaging Corporation, as well as by certain of our material domestic subsidiaries who have guaranteed our obligations in respect of our senior credit facilities and our existing 9.50% senior notes due 2017.

The notes and the guarantees will be general unsecured senior obligations and will rank equally with our and the guarantors senior unsecured obligations. The notes and the guarantees will be effectively subordinated to all of our and the guarantors existing and future secured debt to the extent of the assets securing that secured debt. As of June 30, 2010, we had consolidated total secured indebtedness of approximately $1.9 billion. In addition, the notes will be structurally subordinated to all of the liabilities of our subsidiaries that are not guaranteeing the notes. As of June 30, 2010, these non-guarantor subsidiaries had liabilities of approximately $81.0 million.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

The notes will be redeemable, in whole or in part, on or after October 1, 2014 at the redemption prices specified under Description of the Notes Optional Redemption. At any time prior to October 1, 2014, we may redeem the notes, in whole or in part, at a redemption price equal to 100% of their principal amount plus a make-whole premium, together with accrued and unpaid interest, if any, to the redemption date. In addition, prior to October 1, 2013 we may redeem up to 35% of the aggregate principal amount of the notes with the net cash proceeds from certain equity offerings.

This investment involves risks. See Risk Factors beginning on page S-14 of this prospectus supplement.

	Per Note	Total
Public offering price	100.00%	$ 250,000,000
Underwriting discount	1.75%	$ 4,375,000
Proceeds, before expenses, to us	98.25%	$ 245,625,000

The public offering price set forth above does not include accrued interest, if any. Interest on the note will begin to accrue on and must be paid by the purchaser if the notes are delivered after September 29, 2010.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes to investors on or about September 29, 2010 only in book-entry form through the facilities of The Depositary Trust Company.

Joint Book-Running Managers

BofA Merrill Lynch

J.P. Morgan

Goldman, Sachs & Co.

Deutsche Bank Securities

The date of this prospectus supplement is September 15, 2010.

Prospectus Supplement

Prospectus

In this prospectus supplement, we, our, us, GPHC, Graphic Packaging and the Company means Graphic Pack Holding Company, including, unless the context otherwise requires or as otherwise expressly stated, our subsidiary Graphic Packaging International, Inc., the issuer of the notes offered hereby, and our other subsidiaries. In addition, GPC means Graphic Packaging Corporation and Altivity means Altivity Packaging, LLC and its subsidiaries on a consolidated basis. The Company s acquisition of Altivity, effective as of March 10, 2008, is referred to as the Altivity Transaction.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which adds to and updates information contained in the accompanying prospectus. The second part, the accompanying prospectus, provides more general information, some of which may not apply to this offering. Generally, when we refer to this prospectus, we are referring to both parts of this document combined. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus, on the other hand, you should rely on the information in this prospectus supplement.

Table of Contents

Before purchasing any securities, you should carefully read this prospectus supplement, the accompanying prospectus and any free writing prospectus we authorize to be delivered to you, together with the additional information described under the heading Where You Can Find More Information in this prospectus supplement.

This prospectus supplement does not constitute an offer to sell, nor a solicitation of an offer to buy, any note offered hereby by any person in any jurisdiction in which it is unlawful for such person to make an offer or solicitation. Neither the delivery of this prospectus supplement nor any sale made under this prospectus supplement shall under any circumstances imply that there has been no change in our affairs or the affairs of our subsidiaries or that the information set forth herein is correct as of any date subsequent to the date hereof.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the prospectus and any free writing prospectus, and any documents summarized herein or summarized in any document incorporated by reference herein that we authorize to be delivered to you. We have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus supplement, the prospectus and any free writing prospectus. You should not consider the information contained or incorporated by reference in this prospectus supplement, the prospectus and any free writing prospectus, accurate as of any date other than their respective dates, regardless of the time of delivery of this prospectus supplement or of any sale of the notes. Our business, financial condition, results of operations and prospectus may have changed since those dates. The information contained, or incorporated by reference, in this prospectus supplement is not legal, business or tax advice.

SPECIAL NOTE REGARDING NON-GAAP FINANCIAL MEASURES

The body of generally accepted accounting principles in the United States is commonly referred to as GAAP. A non-GAAP financial measure is generally defined by the Securities and Exchange Commission, or the SEC, as one that purports to measure historical or future financial performance, financial position or cash flows but excludes or includes amounts that could not be so adjusted in the most comparable GAAP measure. EBITDA and Adjusted EBITDA, as presented in this prospectus supplement, are supplemental measures of our performance, and net debt is a supplemental measure of our financial position, that are not required by, or presented in accordance with, GAAP. They are not measurements of our financial performance or position under GAAP and should not be considered as alternatives to net income, cash flow or total debt or any other performance or financial position measures derived in accordance with GAAP.

We define EBITDA as net (loss) income before income tax expense; equity in net earnings of affiliates; interest expense, net; and depreciation and amortization (including noncash pension amortization). We define Adjusted EBITDA as EBITDA adjusted to exclude charges associated with the Altivity Transaction, loss on early extinguishment of debt, other nonrecurring charges associated with the retirement of equipment or the closing of facilities and the effect of alternative fuel tax credits. We define net debt as total debt less cash and cash equivalents. We caution investors that amounts presented in accordance with our definitions of EBITDA, Adjusted EBITDA and net debt may not be comparable to similar measures disclosed by other issuers, because not all issuers and analysts calculate EBITDA, Adjusted EBITDA or net debt in the same manner. We present EBITDA, Adjusted EBITDA and net debt and the ratios derived therefrom because we consider them to be important supplemental measures of our performance and financial position and believe they are frequently used by securities analysts, investors and other interested parties in the evaluation of companies. In the Summary Summary Financial and Other Information section of this prospectus supplement, we also include a quantitative reconciliation of EBITDA and Adjusted EBITDA to the most directly comparable GAAP financial performance measure, which is net loss. The most directly comparable GAAP measure to net debt is total debt, which is also presented in Summary Summary Financial and Other Information.

Table of Contents

FORWARD-LOOKING STATEMENTS

The statements we have made in this prospectus supplement or in documents incorporated by reference herein which are not historical facts are forward-looking statements. These forward-looking statements are made based upon management s expectations and beliefs concerning future events impacting us and therefore involve a number of uncertainties and risks. Therefore, the actual results of our operations or our financial condition could differ materially from those expressed or implied in these forward-looking statements.

The discussions in our Risk Factors in this prospectus supplement and our Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, which we refer to as our 2009 10-K, and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010 highlight some of the more important risks identified by our management, but should not be assumed to be the only factors that could affect future performance. Other factors that could cause the actual results of our operations or our financial condition to differ from those expressed or implied in these forward-looking statements include, but are not necessarily limited to, our substantial amount of debt, inflation of and volatility in raw material and energy costs, continuing pressure for lower cost products, our ability to implement our business strategies, including productivity initiatives and cost reduction plans, currency movements and other risks of conducting business internationally, and the impact of regulatory and litigation matters, including those that impact our ability to protect and use our intellectual property, and other factors described in our filings with the SEC.

Except to the extent required by the federal securities laws, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors should not be construed as exhaustive or as any admission regarding the adequacy of our disclosures. Certain risk factors are detailed from time to time in our various public filings. You are advised, however, to consult any further disclosures we make on related subjects in our filings with the SEC.

You can identify forward-looking statements by the fact that they do not relate strictly to historic or current facts. Forward-looking statements use terms such as anticipates, believes, continues, could, estimates, expects, int plans, potential, predicts, will, should, seeks, pro forma or similar expressions in connection with any disc future operating or financial performance. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results of operations, financial condition, levels of activity, performance or achievements to be materially different from any future results of operations, financial condition, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on these forward-looking statements.

INDUSTRY AND MARKET DATA

This prospectus supplement includes industry data and statistics that we obtained from periodic industry publications, including Resource Information System Inc. (RISI), Paper Shipping Sack Manufacturers Association, Inc. (PSSMA) and Paperboard Packaging Council, as well as our internal estimates. We believe data regarding the paperboard packaging industry and our market position and market share within the industry are inherently imprecise, but generally indicate size and position and market share within the industry. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable. Although we believe that the information provided by third parties is generally accurate, we have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. While we are not aware of any misstatements regarding any industry data presented herein, our estimates, in particular as they relate to our general expectations concerning the paperboard packaging, multi-wall bag and specialty packaging industries, involve risks and uncertainties and are subject to change based on various factors, including those discussed under the caption Risk Factors.

Table of Contents

SUMMARY

This summary highlights information about this prospectus supplement and may not contain all of the information that may be important to you. You should read the following summary together with the more detailed information appearing elsewhere in this prospectus supplement, as well as the financial statements and related notes thereto and other information included in or incorporated by reference in this prospectus supplement.

Overview

We are a leading provider of packaging solutions for a wide variety of products to food, beverage and other consumer products companies. Additionally, we are the largest U.S. producer of folding cartons and hold leading market positions in coated unbleached kraft paperboard, coated recycled boxboard and multi-wall bags. Our customers include some of the world s most widely recognized companies and well-known brands. We strive to provide our customers with packaging solutions designed to deliver marketing and performance benefits at a competitive cost by capitalizing on our low-cost paperboard mills and converting plants, proprietary carton and packaging designs and commitment to customer service. For the 12 months ended June 30, 2010, our net sales, Adjusted EBITDA and net income were $4.1 billion, $568.7 million and $38.5 million, respectively. We have approximately 12,900 employees.

On March 10, 2008, the businesses of Graphic Packaging and Altivity were combined. Altivity was the largest privately-held producer of folding cartons and a market leader in all of its major businesses, including coated recycled boxboard, multi-wall bag and specialty packaging. The combination of Graphic Packaging and Altivity brought together two of the most innovative, value-added paperboard packaging companies in the global packaging market with expanded product offerings, market reach and technology capabilities. As part of the integration with Altivity, we have accelerated and achieved cost synergies and operating efficiencies sooner than expected. We have implemented steps that have resulted in approximately $150 million in annualized run-rate synergies related to the integration of Altivity. We expect to continue to benefit from these actions as long as our run-rate continues at the current level. We believe further opportunities exist to optimize our manufacturing operations.

We report our results in three business segments: paperboard packaging, multi-wall bag and specialty packaging, each of which we describe briefly below. For a more detailed description, see Business and Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations included in our 2009 10-K and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010.

Paperboard Packaging Net sales for the 12 months ended June 30, 2010 of $3.4 billion or 84% of total net sales

Our paperboard packaging products deliver marketing and performance benefits at a competitive cost. We supply paperboard cartons and carriers designed to protect and contain products while providing:

- convenience through ease of carrying, storage, delivery, dispensing of product and food preparation for consumers;
- a smooth surface printed with high-resolution, multi-color graphic images that help improve brand awareness and visibility of products on store shelves; and
- durability, stiffness, wet and dry tear strength; leak, abrasion and heat resistance; barrier protection from moisture, oxygen, oils and greases; as well as enhanced microwave heating performance.

We make most of our packaging products from coated unbleached kraft (CUK), coated recycled board (CRB) and uncoated recycled board (URB) that we produce at our mills. The remaining portion of packaging products are produced from paperboard, primarily solid bleached sulfate (SBS), purchased from external sources. We operate an integrated, global network of 38 converting facilities supported by seven mills (four CRB mills, one URB boxboard mill and two CUK mills). We believe that the vertical integration created by owning mills that produce various types of paperboard as well as facilities that print, cut and glue (convert) paperboard into folding cartons gives us significant cost advantages over our nonintegrated competitors. We believe that we are the largest U.S. producer of folding cartons, we are the larger of two worldwide producers of CUK, we are the largest producer of CRB in North America and we have one of the lowest cost operations in North America with additional cost reduction opportunities.

We convert our paperboard into folding cartons at our converting plants and we design and manufacture specialized, proprietary packaging machines that package bottles and cans and, to a lesser extent, non-beverage consumer products. We also install our packaging machines at customer plants and provide support, service and advanced performance monitoring of the machines. We believe that the use of such machines creates pull-through demand for our cartons, which in turn creates demand for our paperboard products. We continually seek to increase our customers use of our integrated packaging solutions in order to improve revenue opportunities, enhance customer relationships, provide customers with greater packaging line and supply chain efficiencies and overall cash benefits, and expand opportunities for us to provide value-added support and service. We enter into annual or multi-year carton supply contracts with customers, which generally require the customer to purchase a fixed portion of its carton requirements from us.

Our cartons use diverse structural designs and combinations of paperboard, films, foils, metallization, holographics, embossing and other characteristics that are tailored to the needs of individual customers. Our research and development staff works directly with our sales and marketing personnel to understand long-term consumer and retailer trends and create new packaging solutions. These innovative packaging solutions across our growth platforms provide our businesses and customers with differentiated packaging solutions. Our cartons are used by customers that have prominent positions in industries that tend to be more resilient to a downturn in the economy, including food, beverage and other consumer products.

Multi-wall Bag Net sales for the 12 months ended June 30, 2010 of $464.2 million or 11% of total net sales

We are the leading supplier of multi-wall bags in North America. We operate 11 multi-wall bag plants that print, fold and glue paper into bag packaging. We have made significant investments to install state-of-the-art equipment at major plants to expand the business s ability to manufacture a full range of products. We also provide multi-wall bag customers with value-added graphical and technical support, customized packaging equipment solutions and packaging workshops to help educate customers. Our multi-wall bag facilities are strategically located throughout the U.S., allowing us to provide a high level of service to customers, minimize freight and logistics costs, improve order turnaround times and improve supply chain reliability. Furthermore, with relatively comparable manufacturing lines in each of our major facilities, we have the capacity and the flexibility to manufacture all of our primary multi-wall bag product lines at each location.

Our multi-wall bag business traditionally provided packaging for low cost, bulk-type commodity products. However, with the continuing evolution of materials management, bag construction and distribution systems, we gained access to end markets in which higher-value products are now being packaged in multi-wall bags. Key end markets include food and agriculture, building materials, chemicals, minerals and pet care. We provide customers in a wide variety of end markets with high-end graphical printing solutions.

Table of Contents

Specialty Packaging   Net sales for the 12 months ended June 30, 2010 of $203.0 million or 5% of total net sales

Our specialty packaging business includes flexible packaging and labels. Our flexible packaging business operates five modern and technologically competitive manufacturing plants in North America and produces products such as shingle wrap, batch inclusion bags and film, retort pouches (such as meals ready to go), medical test kits and transdermal patch overwraps, multilayer laminations for hard-to-hold products (such as iodine) and plastic bags and films for building materials (such as ready-mix concrete). Our flexible packaging business has an established position in end markets for food products, pharmaceutical and medical products, personal care, industrial, pet food and pet care products, horticulture, military and commercial retort pouches and shingle wrap.

Our label business focuses on two segments: heat transfer labels and lithographic labels. We operate two dedicated label plants. These facilities feature state-of-the-art lithographic, rotogravure, flexographic and digital printing, including eight color sheet-fed and up to eleven color roll-to-roll equipment which produce cut-and-stack, in mold, roll-fed and heat transfer labels. The label business provides customers with high quality labels utilizing multiple technology applications, such as DI-NA-CAL®. The DI-NA-CAL heat transfer offering includes a full system solution offering of both labels and the most advanced application equipment manufactured today. We produce labels for food, beverage, pharmaceutical, automotive, household and industrial products, detergents, and the health and beauty markets.

Competitive Strengths

We believe our principal strengths include the following:

Strong Market Positions across Multiple Product Classes. We are the leading provider of paperboard packaging solutions with significant scale, a broad range of product offerings and innovative, value added technological capabilities. As a result of the Altivity Transaction we emerged as the leading folding carton supplier with approximately 32% market share in the United States, and we are the largest producer of CUK and CRB with an estimated 55% and 31% market share, respectively, in the United States. Our business is concentrated around the fastest growing markets in the folding carton industry and we continue to increase our market share in key end markets. We are also the largest U.S. producer of multi-wall bags with an estimated 34% market share.

Further Cost Saving Opportunities. We operate one of the lowest cost networks of mills and converting plants in North America. We have programs in place that are designed to further reduce costs, improve productivity and increase profitability. We utilize a global continuous improvement initiative that uses statistical process control to help design and manage many types of activities, including production and maintenance. This includes a Six Sigma process focused on reducing variable and fixed manufacturing and administrative costs. We have expanded our continuous improvement initiative to include the deployment of Lean Sigma principles into manufacturing and supply chain services. As we strengthen the systems approach to continuous improvement, Lean Sigma principles support our efforts to build a high performing culture.

Strong Free Cash Flow. We are focused on optimizing our operations to maximize free cash flow. Our business model allows us to generate significant operating cash flow due to our strong operating margins and moderate capital expenditures and working capital requirements. We generated approximately $429.7 million of net cash from operating activities (including $83.2 million for alternative fuel tax credits, net of expenses) for the 12 months ended June 30, 2010.

Strong Relationship with Stable and Diversified Customer Base. Our customers generally have prominent market positions in the beverage, food and other consumer products industries. We have long-term relationships with major companies, including Kraft Foods, Inc., AB InBev, General Mills, Inc., MillerCoors Brewing Company, Nestlé Group, Kellogg Company, Unilever, The Schwan Food Company, Perseco, Kimberly-Clark, Procter and Gamble, Nestlé Purina PetCare Company, Purina Mills, LLC and numerous Coca-Cola and Pepsi bottling companies. We also have long-standing relationships with a number of major independent and integrated converters who have agreed to purchase a significant portion of their paperboard requirements from us, to assist us in customer development efforts and who use our products to grow the market for paperboard. Our multi-wall bag and flexible packaging businesses have developed long-standing relationships with customers ranging from small, regionally focused companies to large blue-chip and industrial companies. During 2009, we did not have any one customer represent 10% or more of our net sales.

Consistent Demand from Stable End-Markets. We sell our paperboard products to consumers primarily in the food and beverage and non-durable consumer goods end markets. The food and beverage sectors tend to be more recession-resistant than other sectors. During an economic slowdown, processed food production tends to be less affected by a contraction in consumer spending, which enables us to experience more stable revenues and generate more steady cash flows. Recently, we have witnessed a trend of consumers preparing more meals at home which compliments our focus on the food and take-home beverage industry. We have been able to capitalize on this trend as approximately 84% of our revenue for the 12 months ended June 30, 2010 is derived from our core focus on paperboard packaging and converted products, both of which are heavily used for staples such as ready-to-eat cereals, cake mixes, breakfast foods, frozen dinners and take-home beverages.

Experienced Management Team with Track Record of Successful Acquisition Integration. Our senior management team has an average of 15 years of experience in the paper and packaging industry. Our President and Chief Executive Officer, David Scheible, has held various executive positions at Graphic Packaging and our predecessors for more than ten years. Additionally, our senior management team has a long-standing record of successfully managing business integrations, including the integration of Riverwood International Corporation and Graphic Packaging Corporation in 2003 and Graphic Packaging and Altivity in 2008. Our senior management team is continually seeking to improve profitability, growth and cash flow generation.

Our Strategy

As a leading provider of paperboard packaging, multi-wall bags and specialty packaging, we believe that the global packaging market presents significant growth opportunities. We believe that we can continue to enhance our success by implementing the following business strategies:

Expand Market Share in Current Markets and Identify and Penetrate New Markets. Our combination with Altivity diversified our product line and provided us new opportunities for top-line growth. The Altivity Transaction provided us with opportunities to cross-sell products and to deliver fully integrated packaging solutions to our customers. We are also focused on the identification of new target markets such as energy drinks, one of the fastest-growing categories in the beverage industry, new distribution channels such as warehouse clubs, one of the fastest-growing markets in the retail industry, and international market penetration opportunities.

Develop and Market Innovative Products and Applications. Our research, development and engineering personnel work directly with our sales and marketing personnel to understand consumer and retailer trends and develop innovative packaging solutions. Our new packaging solutions enable us to differentiate our products and provide opportunities for additional revenue growth. Our development efforts include, but are not limited to, extending the shelf life of customers products, reducing production costs, enhancing the heat-managing characteristics of food packaging and refining packaging appearance through new printing techniques and materials. Several of our award-winning packaging solutions include our Fridge Vendor® carton, a horizontal beverage 12-pack that delivers cold beverages while conserving refrigerator space, our MicroRite® carton, an even heating tray that is used for frozen entrees or side dishes, and our patented Z-Flute® technology, a carton with the strength of a corrugated package with the performance characteristics of a folding carton.

Continue to Reduce Costs by Focusing on Operational Improvements. In addition to realizing synergies arising from the Altivity Transaction and optimizing our manufacturing footprint, we remain diligent with our day-to-day cost saving initiatives by continuing to instill a culture of continuous improvement throughout our organization. Two primary vehicles for improving our operations include the implementation of both Six Sigma and Lean Sigma initiatives. Going forward, we are focused on driving further cost reductions throughout our operations.

Tender Offer

On September 15, 2010, we commenced an offer to purchase for cash an aggregate principal amount of $250.0 million, which we refer to as the tender cap, of our 9.50% senior subordinated notes due 2013, which we refer to as the 2013 notes.

As of June 30, 2010, $390.1 million aggregate principal amount of the 2013 notes were outstanding, without giving effect to the redemption of $66.8 million aggregate principal amount of the 2013 notes effective August 16, 2010. The total consideration payable for 2013 notes tendered and accepted by us for purchase in the tender offer will be $1,018.33 per $1,000 principal amount of the 2013 notes, which total consideration includes an early tender premium of $30 per $1,000 principal amount of notes tendered and not withdrawn prior to 5:00 p.m., New York City time, on September 28, 2010. 2013 notes tendered after September 28, 2010 will receive consideration of $988.33 per $1,000 principal amount, which does not include an early tender premium. Additionally, accrued and unpaid interest will be paid on any notes accepted for purchase to the settlement date.

The tender offer is being made on the terms and subject to the conditions set forth in the offer to purchase, dated September 15, 2010, relating to the tender offer (the Offer to Purchase). The tender offer is being made solely pursuant to, and is governed by, the Offer to Purchase.

The tender offer is not conditioned upon any minimum amount of the 2013 notes being tendered, and we reserve the right to increase or modify the tender cap. We intend to fund our purchase of the 2013 notes from the net proceeds of this offering. The tender offer is scheduled to expire at 8:00 a.m., New York City time, on October 14, 2010 and is conditioned, among other things, on our receipt of proceeds from one or more debt financing transactions, such as this offering, sufficient to fund the purchase of the 2013 notes pursuant to the tender offer. Net proceeds from this offering not used to fund the tender offer will be used to redeem a portion of the 2013 notes on a pro rata basis pursuant to the terms of the indenture governing the 2013 notes. We cannot assure you that the tender offer will be consummated in accordance with its terms, or at all, or that a significant principal amount of the 2013 notes will be retired and cancelled pursuant to the tender offer. This offering is not conditioned upon the successful consummation of the tender offer. For a discussion of the terms of the 2013 notes, see Description of Certain Other Indebtedness and the notes to the financial statements incorporated by reference in this prospectus supplement.

Corporate Information

Graphic Packaging International, Inc. is a Delaware corporation and, through Graphic Packaging Corporation, a wholly owned subsidiary of Graphic Packaging Holding Company. Our executive offices are located at 814

Livingston Court, Marietta, Georgia 30067, and our telephone number at that location is (770) 644-3000. Our website address is *www.graphicpkg.com*. The information on our website is not a part of this prospectus supplement.

Table of Contents

The Offering

The summary below describes the principal terms of the notes. Certain of the terms and conditions below are subject to important limitations and exceptions. The Description of the Notes section of this prospectus supplement contains a more detailed description of the terms and conditions of the notes.

Issuer	Graphic Packaging International, Inc.
Guarantors	Graphic Packaging Holding Company, Graphic Packaging Corporation and certain of our material domestic subsidiaries who have guaranteed our obligations in respect of our senior credit facilities and our existing 9.50% senior notes due 2017.
Notes Offered	$250 million aggregate principal amount of our 77/8% Senior Notes due 2018.
Offering Price	100.00%.
Gross Proceeds to the Issuer	$245,625,000.
Maturity Date	October 1, 2018.
Interest	Interest on the notes will be payable semi-annually in cash on April 1 and October 1 each year, commencing April 1, 2011. Interest will accrue from September 29, 2010.
Optional Redemption	We may redeem the notes, in whole or in part, at any time on or after October 1, 2014 initially at 103.938% of their principal amount, plus accrued and unpaid interest to the redemption date, declining ratably to 100% of their principal amount, plus accrued interest on or after October 1, 2016. At any time prior to October 1, 2014, we may redeem the notes, in whole or in part, at a redemption price equal to 100% of their principal amount plus a make-whole premium described in Description of the Notes Optional Redemption, together with accrued and unpaid interest to the redemption date. In addition, prior to October 1, 2013, we may redeem up to 35% of the aggregate principal amount of outstanding notes with the proceeds from sales of certain kinds of our capital stock at a redemption price equal to 107.875% of their principal, plus accrued interest to the redemption date. We may make such redemption only if, after any such redemption, at least 65% of the aggregate principal amount of notes originally issued under the indenture (including any additional notes) remains outstanding. See Description of the Notes Optional Redemption.
Change of Control	

In the event of a change of control under the terms of the indenture, each holder of the notes will have the right to require us to purchase such holder s notes at a price of 101% of their principal amount plus accrued interest, if any, to the date of purchase. See Description of the Notes Change of Control.

Table of Contents

Ranking

The notes will be our general unsecured obligations and will rank:

- equal in right of payment to all of our existing and future unsecured indebtedness and other obligations that are not, by their terms, expressly subordinated in right of payment to the notes;

- senior in right of payment to any of our existing and future indebtedness and other obligations that are, by their terms, expressly subordinated in right of payment to the notes;

- effectively subordinated to all of our secured indebtedness and other secured obligations to the extent of the value of the assets securing such indebtedness and other obligations; and

- structurally subordinated to all indebtedness and other liabilities (including trade payables) of our subsidiaries that do not guarantee the notes.

The note guarantee of each guarantor will be a general unsecured senior obligation of that guarantor and will rank:

- equal in right of payment to all existing and future unsecured indebtedness and other obligations of that guarantor that are not, by their terms, expressly subordinated in right of payment to the note guarantee;

- senior in right of payment to any future indebtedness and other obligations of that guarantor that are, by their terms, expressly subordinated in right of payment to the note guarantee; and

- effectively subordinated to all secured indebtedness and other secured obligations of that guarantor to the extent of the value of the assets securing such indebtedness and other obligations.

As of June 30, 2010, after giving effect to this offering and the use of proceeds therefrom, we had consolidated total indebtedness of approximately $2.8 billion, of which approximately $1.9 billion was secured and therefore effectively senior to the notes, and of which approximately $423.5 million ranked equally in right of payment with the notes. As of June 30, 2010, our non-guarantor subsidiaries had liabilities of approximately $81.0 million, all of which would be structurally senior to the notes.

As of June 30, 2010, we had additional available borrowings under the revolving portion of our senior credit facilities of up to $365.2 million, all of which would be secured. We also have additional available borrowings of up to $8.9 million under credit facilities used to fund our international subsidiaries, which would be structurally senior to the notes.

Table of Contents

Certain Covenants	The indenture governing the notes will contain covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to: incur more debt; pay dividends, redeem stock or make other distributions; make certain investments; create liens; transfer or sell assets; merge or consolidate; and enter into transactions with our affiliates. These covenants will be subject to important exceptions and qualifications, which are described under Description of the Notes Certain Covenants and Description of the Notes Merger and Consolidation.
Use of Proceeds	We will use the net proceeds of this offering, together with cash on hand, solely to refinance, through a tender offer, $250.0 million aggregate principal amount of our outstanding 9.50% senior subordinated notes due 2013. Net proceeds from this offering not used to fund the tender offer will be used to redeem a portion of the 2013 notes on a pro rata basis pursuant to the terms of the indenture governing the 2013 notes. See Use of Proceeds.

You should carefully consider all of the information in this prospectus supplement, or incorporated by reference herein, including the discussion under the caption Risk Factors beginning on page S-14 before investing in the notes.

Summary Financial and Other Information

The following summary historical condensed consolidated financial data of Graphic Packaging Holding Company, the ultimate parent of Graphic Packaging International, Inc., as of December 31, 2007, 2008 and 2009 and for each of the fiscal years in the three-year period ended December 31, 2009 have been derived from our audited consolidated financial statements incorporated by reference into this prospectus supplement. The following summary historical condensed consolidated financial data for each of the six-month periods ended June 30, 2009 and 2010 have been derived from Graphic Packaging Holding Company s unaudited condensed consolidated financial statements incorporated by reference into this prospectus supplement and are not necessarily indicative of the results for the remainder of the fiscal year or any future period. The following summary historical condensed consolidated financial statements for the twelve-month period ended June 30, 2010 are derived from our audited consolidated financial statements for the year ended December 31, 2009 and the unaudited condensed consolidated financial statements for the six-month periods ended June 30, 2009 and 2010. We believe that the unaudited condensed consolidated financial data reflects all normal and recurring adjustments necessary for a fair presentation of the results for the interim periods presented. On March 10, 2008, we combined our operations with those of Altivity through a series of transactions. We have included the results of Altivity in our financial statements since March 10, 2008, the effective date of the combination. In the opinion of management, all adjustments (consisting of normal recurring items) necessary for the fair presentation of the results for such period have been included. This information is only a summary and should be read in conjunction with our financial statements and the notes thereto incorporated by reference into this prospectus supplement and the Management s Discussion and Analysis of Financial Condition and Results of Operations section contained in our 2009 10-K and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2010.

	Fiscal Year Ended December 31,			Six Months Ended June 30,		12 Months Ended June 30,
	2007	2008	2009	2009	2010	2010
				(unaudited)		(unaudited)
	(in millions)					
Consolidated Statement of Operations:						
Net sales	$2,421.2	$4,079.4	$4,095.8	$2,063.0	$2,040.6	$4,073.4
Cost of sales	2,089.4	3,587.1	3,567.2	1,794.6	1,746.0	3,518.6
Selling, general and administrative	188.4	306.9	314.6	163.6	155.8	306.8
Other (income) expense, net	(7.8)	2.3	(15.6)	(10.3)	1.3	(4.0)
Restructuring and other special charges (credits)		33.2	(53.1)	(6.0)	55.1	8.0
Income from operations	151.2	149.9	282.7	121.1	82.4	244.0
Interest expense, net	(167.8)	(215.4)	(196.4)	(104.7)	(90.0)	(181.7)
Loss on early extinguishment of debt (1)	(9.5)		(7.1)	(6.1)	(0.9)	(1.9)
(Loss) income before income taxes and equity	(26.1)	(65.5)	79.2	10.3	(8.5)	60.4

in net earnings of affiliates						
Income tax expense	(23.9)	(34.4)	(24.1)	(19.4)	(18.8)	(23.5)
(Loss) income before equity in net earnings of affiliates	(50.0)	(99.9)	55.1	(9.1)	(27.3)	36.9
Equity in net earnings of affiliates	0.9	1.1	1.3	0.5	0.8	1.6
(Loss) income from continuing operations &nb						