

GRAPHIC PACKAGING CORP  
Form SC 13G/A  
July 08, 2015

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 2)\*

**Graphic Packaging Holding Co** (Name of Issuer)

**Common Stock** (Title of Class of Securities)

**388689101** (CUSIP Number)

**June 30, 2015** (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  Rule 13d-1(c)  Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 388689101

1 NAME OF REPORTING PERSON Boston Partners I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 98-0202744

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER 25,587,104

6 SHARED VOTING POWER 102,706

7 SOLE DISPOSITIVE POWER 32,991,353

8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
32,991,353

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.03%

12 TYPE OF REPORTING PERSON IA

CUSIP No.: 388689101

ITEM 1(a). NAME OF ISSUER:

Graphic Packaging Holding Co

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1500 Riveredge Parkway Suite  
100 Marietta, GA  
30328

ITEM 2(a). NAME OF PERSON FILING:

Boston Partners

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

One Beacon St. Boston, MA 02108

ITEM 2(c). CITIZENSHIP:  
Delaware

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

388689101

- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:
- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
  - (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
  - (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
  - (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
32,991,353
- (b) Percent of class:  
10.03%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
25,587,104
  - (ii) Shared power to vote or to direct the vote:  
102,706
  - (iii) Sole power to dispose or to direct the disposition of:  
32,991,353
  - (iv) Shared power to dispose or to direct the disposition of:  
0

ITEM 5.

OWNERSHIP OF  
FIVE PERCENT OR  
LESS OF A CLASS:

If this statement is being  
filed to report the fact  
that as of the date hereof  
the reporting person has  
ceased to be the  
beneficial owner of more  
than five percent of the  
class of securities, check  
the following [  ].

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
BEHALF OF  
ANOTHER  
PERSON:

This Schedule is being  
filed with respect to  
32,991,353 shares  
Graphic Packaging  
Holding Company (the  
Common Stock) held by  
Boston Partners on  
6/30/2015 for the  
discretionary account of  
certain clients. By reason  
of rule 13d-3 under the  
act RIM may be deemed  
to be a beneficial owner  
of such Common Stock.  
To the knowledge of  
RIM no person has the  
right to receive or the  
power to direct the  
receipt of dividends from  
or the proceeds from the  
sale of such Common  
Stock which represents  
more than 5% of the  
outstanding shares of the  
Common Stock referred  
to in item 4(b) hereof.

ITEM 7. IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY

WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

Not applicable

ITEM 8. IDENTIFICATION  
AND  
CLASSIFICATION  
OF MEMBERS OF  
THE GROUP:

Not applicable

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

Not applicable

ITEM 10. CERTIFICATION:

By signing below I  
certify that, to the best of  
my knowledge and  
belief, the securities  
referred to above were  
acquired and are held in  
the ordinary course of  
business and were not  
acquired and are not held  
for the purpose of or  
with the effect of  
changing or influencing  
the control of the issuer  
of the securities and  
were not acquired and  
are not held in  
connection with or as a  
participant in any  
transaction having that  
purpose or effect.

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 08, 2015

Date

Boston Partners

/s/ Liana Safanov

Signature

Liana Safanov, Senior Compliance Manager

SIGNATURE

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

SIGNATURE