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GRAPHIC PACKAGING INTERNATIONAL CORP

Form S-8

June 26, 2001

As filed with the Securities and Exchange Commission on June 26, 2001
Registration No. 333-

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Graphic Packaging International Corporation
(Exact name of issuer as specified in its charter)

Colorado
(State or other jurisdiction of
incorporation or organization)

84-1208699
(I.R.S. Employer Identification)

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

80403
(Zip Code)

Graphic Packaging Equity Compensation Plan for Non-Employee Directors
Graphic Packaging Savings and Investment Plan
Graphic Packaging Employee Stock Purchase Plan
(Full title of the plans)

Jill B.W. Sisson, Esq.
General Counsel
Graphic Packaging International Corporation
4455 Table Mountain Drive
Golden, Colorado 80403
(303) 271-7000

--WITH A COPY TO--
Thomas A. Richardson, Esq.
Holme Roberts & Owen LLP
1700 Lincoln Street
Suite 4100
Denver, CO 80203
(303) 861-7000

(Name and address of agent for service)
(Telephone number, including area code, of agent for service)

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CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Common Stock \$.01 par value(2)	9,550,000 shares(3)	\$4.65	\$44,407,500	\$11,101.75

- (1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) on the basis of the average of the high and low sales prices reported on the New York Stock Exchange on June 14, 2001.
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Graphic Packaging Savings and Investment Plan.
- (3) This registration statement covers the issuance of:
- (a) 300,000 shares pursuant to the Graphic Packaging Equity Compensation Plan for Non-Employee Directors.
 - (b) 250,000 shares pursuant to the Graphic Packaging Employee Stock Purchase Plan.
 - (c) 9,000,000 shares pursuant to the Graphic Packaging Savings and Investment Plan.

Form S-8 Pursuant to General Instruction E

This Form S-8 is filed with the Securities and Exchange Commission (the "Commission") pursuant to General Instruction E to Form S-8. The Forms S-8 filed with the Commission on December 17, 1992, September 17, 1993, August 31, 1998, and June 6, 2000, by Graphic Packaging International Corporation (the "Registrant" or the "Company"), File Numbers 33-55894, 33-68898, 33-55894, and 333-8652, respectively, are hereby incorporated by reference into this Form S-8.

The Registrant hereby registers the issuance of an additional 9,550,000 shares of the Company's Common Stock.

Item 8. Exhibits.

Exhibit No.	Description
5.1	Legality Opinion of Holme Roberts & Owen LLP.

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- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Holme Roberts & Owen LLP. See Exhibit 5.1.
- 24.1 Powers of Attorney. See signature page hereof.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Golden, Colorado, on the 22 day of June, 2001.

Graphic Packaging International Corporation

By /s/ Jeffrey H. Coors

Jeffrey H. Coors
Chairman and President

Pursuant to the requirements of the Securities Act of 1933, the administrator of the Graphic Packaging Savings and Investment Plan has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Golden, Colorado on the 22 day of June, 2001.

GRAPHIC PACKAGING SAVINGS AND INVESTMENT PLAN

By /s/ Marsha Williams

Marsha Williams
Plan Committee Member

Power of Attorney
Signatures

We, the undersigned officers and directors of Graphic Packaging International Corporation hereby severally constitute and appoint, Jill B. W. Sisson and Jeffrey H. Coors, and each of them singly, our true and lawful attorneys, with full power to them and each of them singly, to sign for us in our names in the capacities indicated below, all pre-effective and post-effective amendments to this Registration Statement and any abbreviated Registration Statement in connection with this Registration Statement, including but not limited to any Registration Statement filed to register additional Common Stock which may be acquired pursuant to the Graphic Packaging Equity Compensation Plan for Non-Employee Directors, the Graphic Packaging Savings and Investment Plan, and the Graphic Packaging Employee Stock Purchase Plan; and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission; and to sign all documents in connection with the qualification and sale of the Common Stock with Blue Sky authorities and

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with the New York Stock Exchange; granting unto said attorneys-in-fact full power and authority to perform any other act on behalf of the undersigned required to be done in the premises, hereby ratifying and confirming all that said attorneys-in-fact lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

Date: June 22, 2001 /s/ Jeffrey H. Coors

Jeffrey H. Coors
Chairman & Principal Executive Officer

Date: June 22, 2001 /s/ William K. Coors

William K. Coors
Director

Date: June 22, 2001 /s/ John D. Beckett

John D. Beckett
Director

Date: June 22, 2001 /s/ Harold R. Logan, Jr.

Harold R. Logan, Jr.
Director

Date: June 22, 2001

John Hoyt Stookey
Director

Date: June 22, 2001 /s/ James K. Peterson

James K. Peterson
Director

Date: June 22, 2001 /s/ Gail A. Constancio

Gail A. Constancio
Chief Financial Officer

Date: June 22, 2001 /s/ John S. Norman

John S. Norman
Controller