

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) <input type="checkbox"/> (b) <input type="checkbox"/>
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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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 240.13d-1(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