

GIOVANNI AGNELLI E C S A A
 Form 3
 February 11, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol |
| Â GIOVANNI AGNELLI E C S A A | (Month/Day/Year) 03/10/2008 | GRAPHIC PACKAGING HOLDING CO [GPK] |
| (Last) (First) (Middle) | | |
| | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |

VIA DEL CARMINE
 10,Â PRESSO SIMON
 FIDUCIARIA S.P.A
 (Street)

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

TOURIN, ITALY,Â L6Â 10122
 (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.01 per share ⁽¹⁾ <u>(2)</u> | 34,222,500 | I | See Footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|---------------|--------------|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year) | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GIOVANNI AGNELLI E C S A A VIA DEL CARMINE 10 PRESSO SIMON FIDUCIARIA S.P.A TOURIN, ITALY, L6 10122 | Â | Â X | Â | Â |

Signatures

/s/ Peter J. Rothenberg,
Attorney-in-Fact

02/11/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to a merger of Graphic Packaging Corporation ("Graphic") with and into Giant Merger Sub, Inc. ("Merger Sub"), a wholly owned subsidiary of New Giant Corporation ("New Giant"), each share of Graphic owned by OLD TOWN S.A., formerly known as EXOR GROUP S.A. ("OLD TOWN"), prior to the merger was converted into the right to receive one share of New Giant. Upon effectiveness of the merger, New Giant then changed its name to Graphic Packaging Holding Company, Inc. (the "Issuer"). The merger is described in the Form S-4/A filed by the Issuer on December 6, 2007. As a result of the merger which was effective on March 10, 2008, the 34,222,500 shares of Graphic common stock beneficially owned by OLD TOWN at such time were converted into 34,222,500 shares of Issuer common stock.
- (1)
 - (2) Giovanni Agnelli e C.S.a.p.az. is the beneficial owner of more than 70% of the equity interests of OLD TOWN. The reporting person disclaims having a beneficial interest in the shares of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.