

Graham Packaging Co Inc.  
Form 8-K  
May 16, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 10, 2011

**GRAHAM PACKAGING COMPANY INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34621**  
(Commission  
File Number)

**52-2076126**  
(IRS Employer  
Identification No.)

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**2401 Pleasant Valley Road**

**York, Pennsylvania 17402**

**(717) 849-8500**

**(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.02. Unregistered Sales of Equity Securities.**

On May 10, 2011, Graham Alternative Investment Partners I, LP ( GAIP ) exercised its right under the Exchange Agreement, dated February 10, 2010, by and among Graham Packaging Company Inc. (the Company ), Graham Packaging Holdings Company ( Holdings ), GAIP and certain of GAIP s affiliates, to exchange on a one-for-one basis, Holdings limited partnership units for shares of the Company s common stock, par value \$0.01 per share. On May 10, 2011, GAIP acquired 1,000,000 shares of the Company s common stock upon the exchange of the same number of Holdings limited partnership units. The Company issued 1,000,000 shares of its common stock to GAIP in connection with such exchange. No underwriters were involved in the foregoing transactions. The transactions were exempt from the registration requirements of the Securities Act of 1933 under Section 4(2) of the Securities Act of 1933.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned hereunto duly authorized.

GRAHAM PACKAGING COMPANY INC.

Date: May 16, 2011

By: /s/ David W. Bullock  
Name: David W. Bullock  
Title: Chief Financial Officer