

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): December 10, 2025

Packaging Corporation of America

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-15399
(Commission
File Number)

36-4277050
(IRS Employer
Identification No.)

1955 West Field Court, Lake Forest, Illinois 60045
(Address of Principal Executive Offices, including Zip Code)

(847) 482-3000
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	PKG	New York Stock Exchange

Item 7.01. Regulation FD Disclosure

The following information, including the exhibit described below, shall not be deemed “filed” hereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On December 10 and 11, 2025, Mark W. Kowlzan, PCA’s Chairman and Chief Executive Officer and Kent A. Pflederer, PCA’s Executive Vice President and Chief Financial Officer will conduct meetings with analysts and investors. The slides to be used are furnished herewith as Exhibit 99.1 and incorporated by reference into this Item 7.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Slide presentation to be dated December 10-11, 2025](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

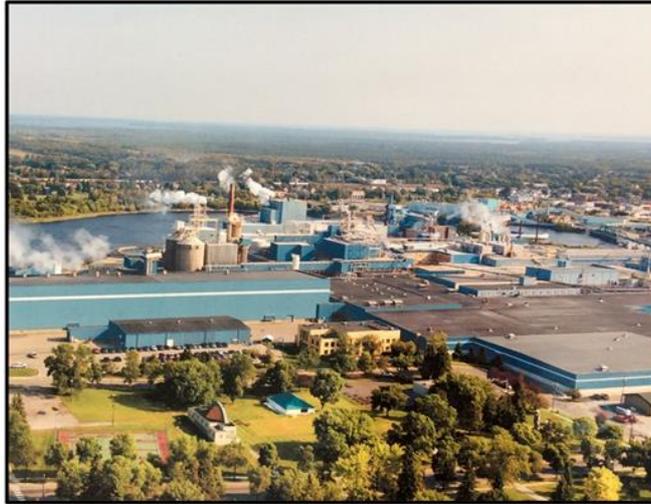
PACKAGING CORPORATION OF AMERICA

By: /s/ Kent A. Pflederer
Executive Vice President and Chief Financial Officer

Date: December 10, 2025

Packaging Corporation of America Investor Presentations

December 10-11, 2025



Mark W. Kowlzan
Chairman & CEO

Kent A. Pflederer
Executive V. P. & CFO



Some of the statements contained in this presentation that are not historical in nature may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are often identified by the words “will,” “should,” “anticipate,” “believe,” “expect,” “intend,” “estimate,” “hope” or similar expressions. These statements reflect management’s current views with respect to future events and are subject to risks and uncertainties. There are important factors that could cause actual results to differ materially from those in forward-looking statements, many of which are beyond PCA’s control. PCA’s actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements, and accordingly, PCA can give no assurances that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on our results of operations or financial condition. Given these uncertainties, investors are cautioned not to place undue reliance on these forward-looking statements. PCA expressly disclaims any obligation to publicly revise any forward-looking statements that have been made to reflect the occurrence of events after the date on which those statements are made. For additional information concerning some of the factors, risks and uncertainties that may affect our business, please refer to the “Risk Factors” in PCA’s Annual Report on Form 10-K for the year ended December 31, 2024, PCA’s Quarterly Report on Form 10-Q for the period ended September 30, 2025 and other documents filed with the Securities and Exchange Commission and available at the SEC’s website at “www.sec.gov.”

Certain information may be provided in this presentation that includes financial measurements that are not required by, or presented in accordance with, generally accepted accounting principles (GAAP), including, but not limited to EBITDA, (excluding special items), segment EBITDA (excluding special items), net debt, and free cash flow. Management excludes special items from such non-GAAP financial measures, as it believes that these items are not necessarily reflective of the ongoing operations of PCA’s business. These measures are presented because they provide a means to evaluate the performance of PCA’s segments and PCA on an ongoing basis using the same measures that are used by our management, because these measures assist in providing a meaningful comparison between periods and because these measures are frequently used by investors and other interested parties in the evaluation of companies and the performance of their segments. Any analysis of non-GAAP financial measures should be done in conjunction with results presented in accordance with GAAP. The non-GAAP measures are not intended to be substitutes for GAAP financial measures and should not be used as such. Reconciliations of the non-GAAP measures to the most comparable measure reported in accordance with GAAP are detailed the appendices to this presentation or included in the schedules to our earnings press releases.

- Based on operations through the end of November, PCA continues to forecast earnings of \$2.40 per share, excluding special items, for 4Q 2025⁽¹⁾:
 - Performance has been consistent with forecast and commentary provided in Q3 earnings release and conference call.
 - Legacy PCA corrugated shipments are down approximately 1.8% per day for 4Q through November compared to the same period in 2024. Including acquired Greif business, shipments are up 17.3% per day compared to PCA shipments in the prior year. As we integrate the business, we are shifting some legacy corrugated business to the acquired Greif operations.
 - Acquired Greif business has performed better than expected so far in Q4. We are performing additional maintenance activities at the Massillon mill during December to improve reliability while managing inventory levels at the acquired operations.
- Wallula mill reconfiguration
 - We expect annual savings of \$75 to \$85 million compared to 2025 actual, including lower production cost at reconfigured Wallula mill and benefit of shifting production to lower cost facilities.
 - Approximately 250,000 tons of annual capacity at other mills expected to replace Wallula capacity: 140,000 tons at Jackson in 4Q 2026, 35,000 tons at Counce in 1H 2027 and 75,000 tons at acquired Greif facilities throughout late 2026 and 2027.
- 2026 Capital Plan being developed and estimate to be provided on Q4 earnings call. We currently expect level of spend similar to 2025.

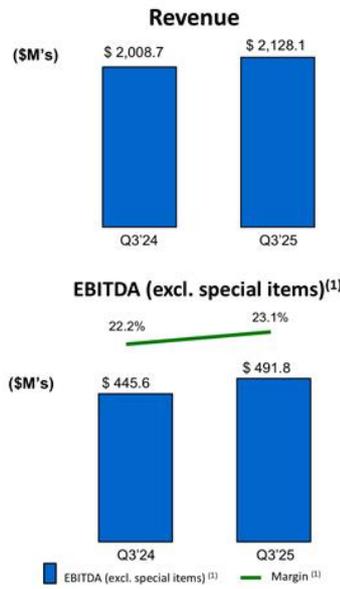
(1) Special items are expected to include acquisition and integration costs, facilities closure costs and costs relating to the announced Wallula mill reconfiguration.

Q3'25 Key Financial Results

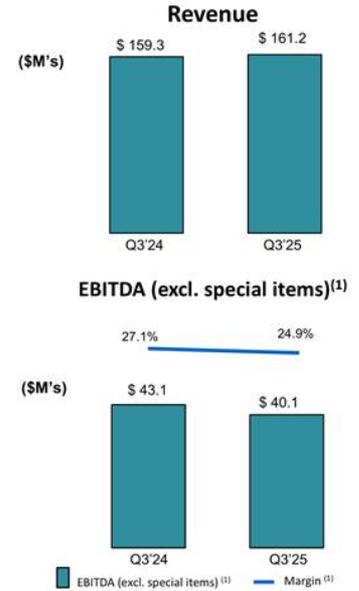


- Excluding special items⁽¹⁾, PCA reported Q3'25 EPS of \$2.73 million compared to \$2.65 in Q3'24
- Net sales were up 6.0% to \$2.3 billion in Q3'25 compared to \$2.2 billion in Q3'24
- EBITDA (excl. special items)⁽¹⁾ increased 9.3% to \$503 million compared to \$461 million in Q3'24 and Packaging margins improved to 23.1%

Packaging



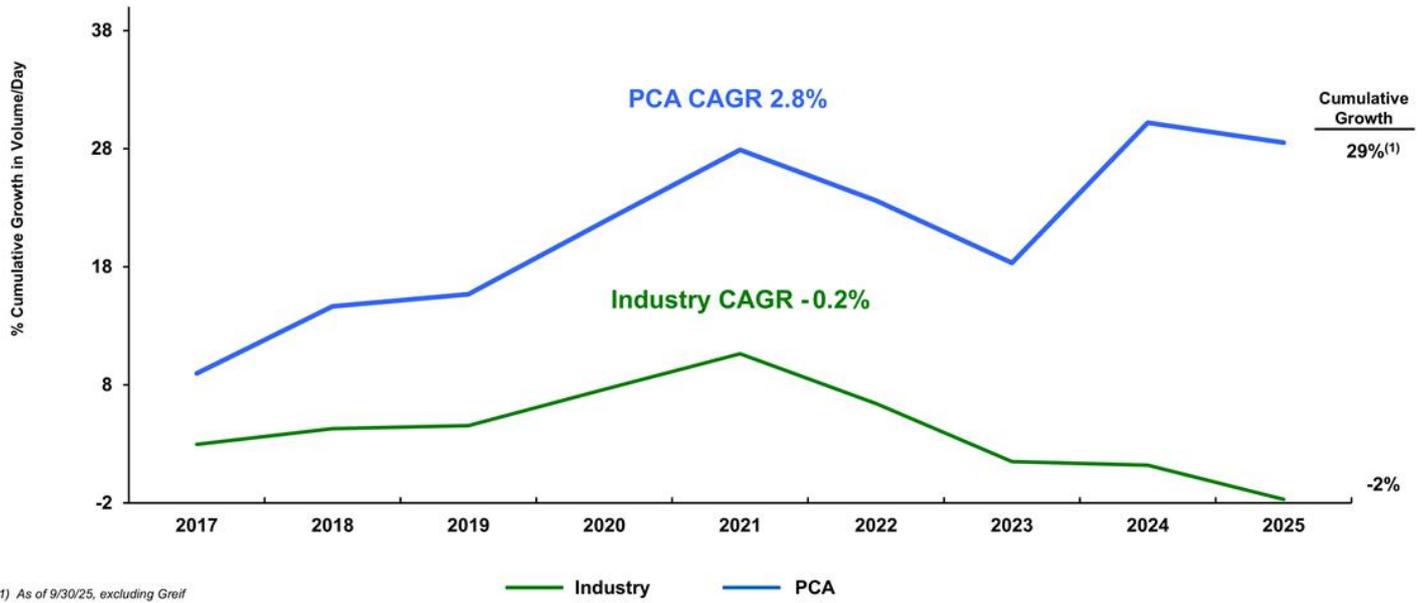
Paper



⁽¹⁾ Non-GAAP financial measure. See appendix D for reconciliation.

- 1. Top 3 producer of containerboard and corrugated packaging products and leading producer of uncoated freesheet paper in North America with track record of consistently executing profitable growth strategy**
- 2. World-class customer experience with proven local expertise and robust national footprint supported by best-in-class corrugated operations and low-cost integrated containerboard supply**
- 3. Strong, experienced hands-on management team with proven success achieving growth and maintaining industry-leading margins through all economic cycles**
- 4. Prudent and meaningful high ROI capital deployment supported by strong free cash flow generation further enhanced by recent Greif acquisition**
- 5. Integration of acquired mills and converting facilities strengthened by management's proven expertise with assets and complementary nature of business**
- 6. Strong balance sheet and disciplined capital structure management allowing for reinvestment in business, return of capital to stockholders and opportunistic strategic growth investment**

Corrugated Products Volume Growth - Outperformance vs. the Industry Continues

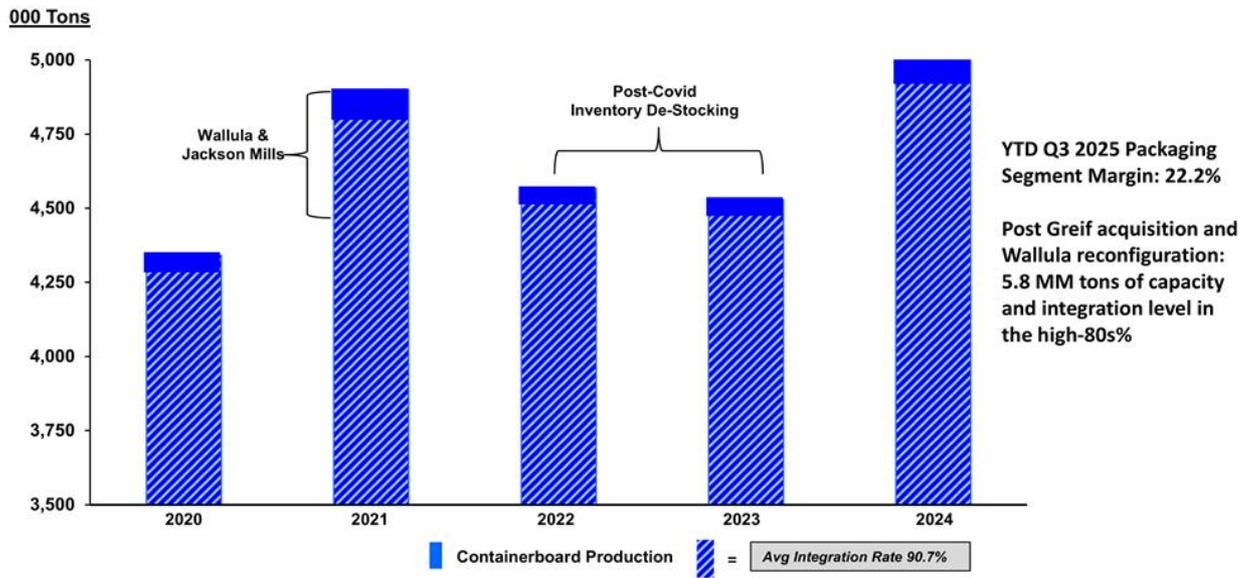


(1) As of 9/30/25, excluding Greif

... and Growing Integrated Containerboard Supply Supports Industry-Leading Margins

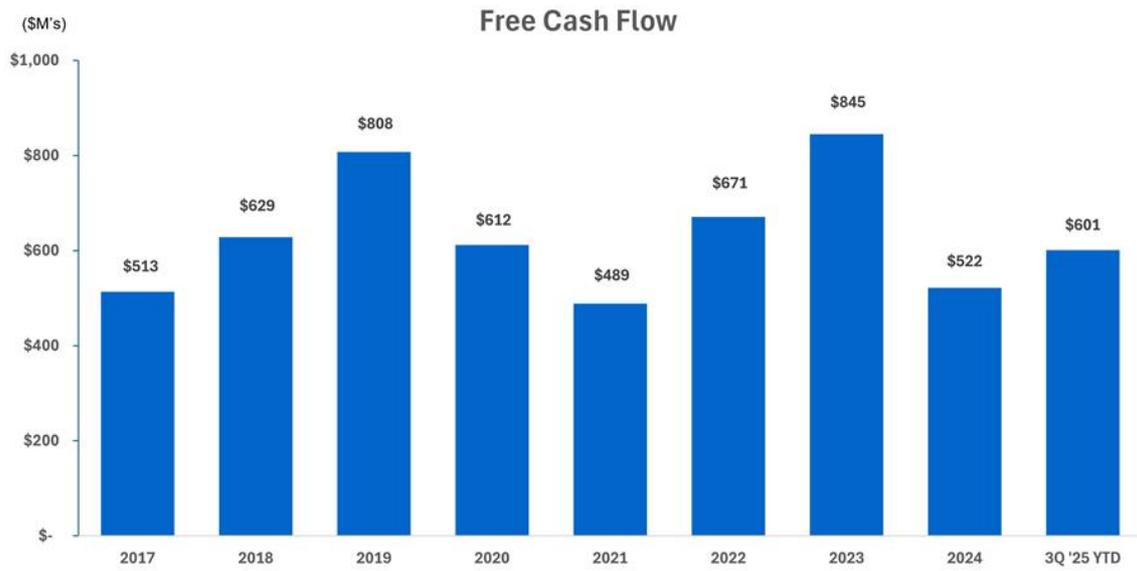


22.6% Avg Packaging Segment EBITDA Margin Over This Period ⁽¹⁾



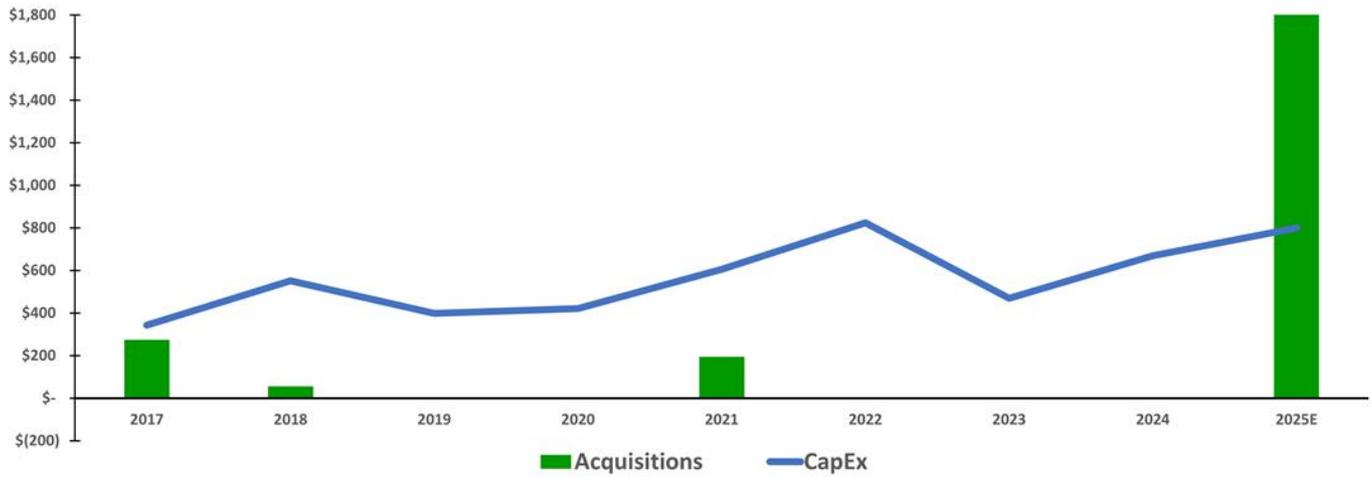
(1) See Appendix A for calculation of EBITDA and EBITDA margins

Strong and Consistent Cash Generation . . .



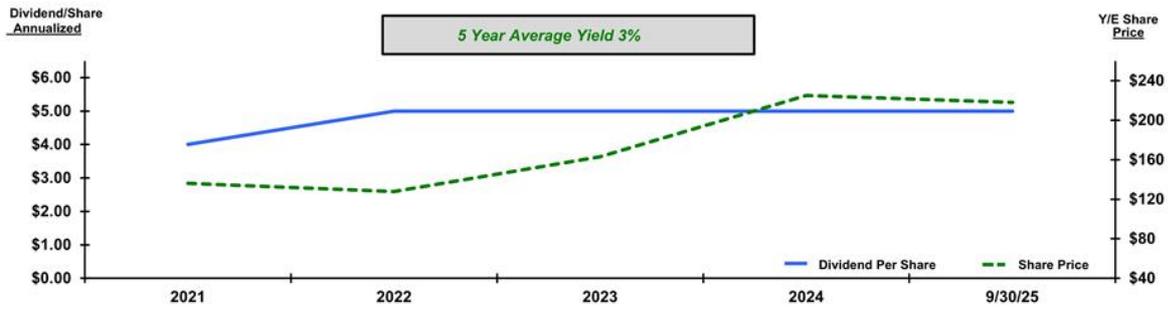
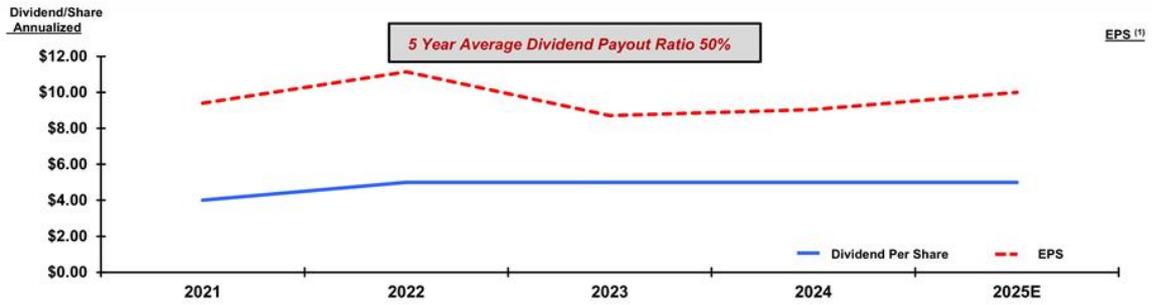
(1) See Appendix A for cashflow reconciliation

Allows Investment in the Business and Strategic Growth Opportunities . . .



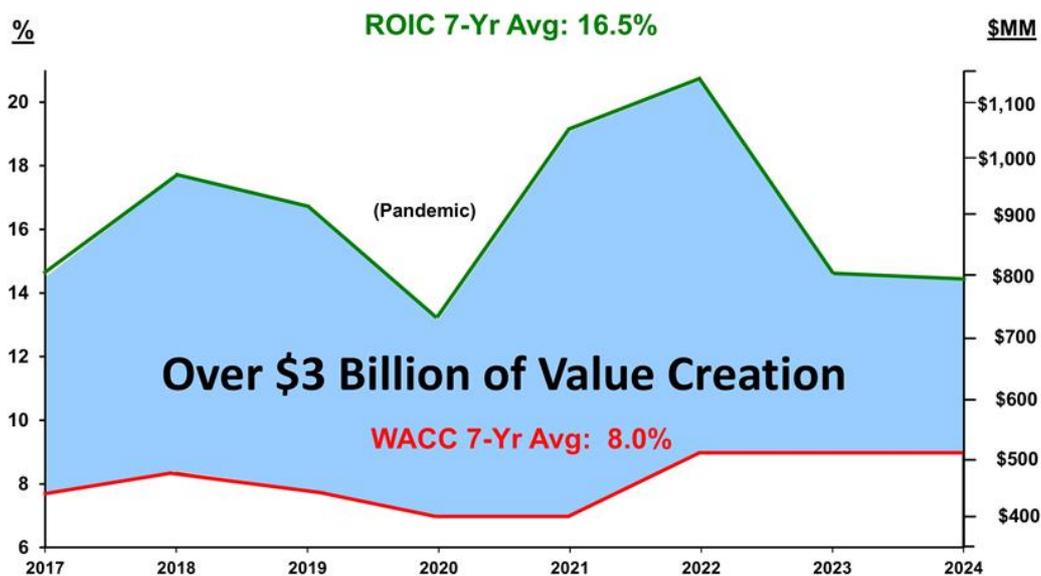
	2017	2018	2019	2020	2021	2022	2023	2024	2025E	Total
CapEx	\$ 343	\$ 551	\$ 399	\$ 421	\$ 605	\$ 824	\$ 469	\$ 670	\$ 800	\$ 5,082
Acquisitions	274	56	-	-	195	(2)	-	-	1,804	2,327

While Returning Capital to Shareholders With Meaningful and Sustainable Approach to Dividends



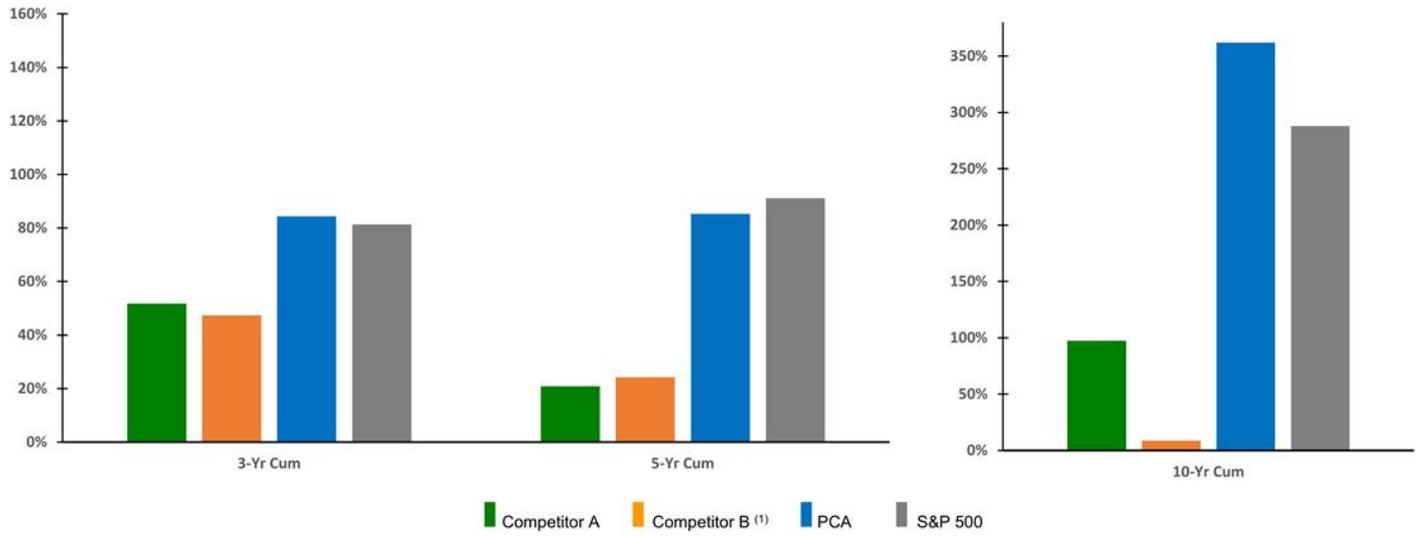
(1) See Appendix B for reconciliation of reported EPS to recurring EPS.

Consistently Strong ROIC > WACC Creates Significant Value



(1) See Appendix C for ROIC calculations.

Impressive Total Return Track Record vs. Competitors and S&P 500 (based on 9/30 stock price)



(1) Estimated combined total return of pre- and post-merger company

Greif Containerboard Acquisition

Greif Containerboard Business Acquisition Summary



- **Cash purchase price of \$1.8 billion with full step-up of asset basis for tax purposes**
 - Acquisition assets include two containerboard mills and eight sheet feeder and corrugated plants located across the United States
- **Completed effective August 31, 2025; significant work completed on operational improvements since completion of acquisition.**
- **\$1 B of new term loans and \$500 MM of new notes to finance acquisition. Average interest rate of 5.3%**
- **Summary financial information for acquired business**
 - \$1.2 billion of sales during the 12-month period ended July 31, 2025 (LTM period)
 - \$230 million of EBITDA during the LTM period
- **Acquisition multiple of 7.9X LTM EBITDA**
- **\$60 million of expected benefits from synergies**

PCA
+
Greif Assets



Enhanced Scale and Capacity: Expands low-cost containerboard production capacity and provides opportunities for further improvement, positioning PCA to meet customers' growing demand. Capabilities allow PCA to shed some higher cost capacity in corrugated plant and mill systems.



Attractive Margin and High Return Investment: Provides access to production assets with compelling integrated economics at a more efficient cost (and time) vs. new greenfield investments

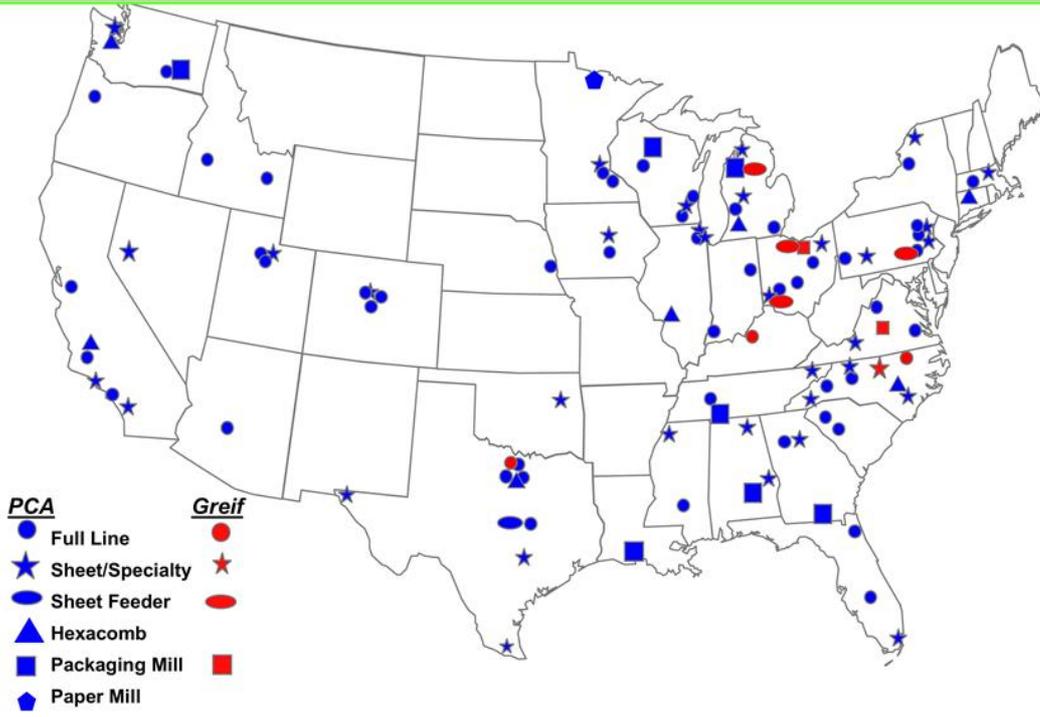


Similar End Market and Customer Mix: Adds a strong customer base of US companies providing a stable revenue stream as these relationships tend to be long-lasting and consistent throughout economic cycles



Significant Cost Synergy Opportunity: Combination provides a potential for significant cost synergies through additional integration opportunities, mill optimization initiatives, procurement, freight and organizational right-sizing

Post-Acquisition U.S. Footprint





Appendix A



	2017	2018	2019	2020	2021	2022	2023	2024	3Q'25 YTD
Packaging segment income	\$ 950.3	\$ 1,045.4	\$ 963.4	\$ 829.5	\$ 1,306.0	\$ 1,423.7	\$ 1,074.3	\$ 1,101.5	\$ 952.0
Depreciation, amortization and depletion	317.5	342.0	342.8	365.2	381.0	420.2	472.5	490.1	403.9
EBITDA	1,267.8	1,387.4	1,306.2	1,194.7	1,687.0	1,843.9	1,546.8	1,591.6	1,355.9
Special items ⁽¹⁾ :									
Acquisition-related, facilities closure and other costs (income)	-	-	0.3	18.2	(3.1)	(0.6)	8.9	1.9	(1.9)
Jackson mill conversion-related activities	(5.5)	1.8	-	-	4.3	5.3	-	4.0	-
Hurricane Laura impact	-	-	-	10.0	-	-	-	-	-
Incremental costs for Covid-19	-	-	-	6.3	-	-	-	-	-
DeRidder mill fixed asset disposals	-	-	3.0	-	-	-	-	-	-
Wallula mill restructuring	-	11.3	0.5	-	-	-	-	-	-
Expiration of timberland repurchase option	(2.0)	-	-	-	-	-	-	-	-
Insurance deductible for property damage	-	0.5	-	-	-	-	-	-	-
DeRidder mill incident	5.0	-	-	-	-	-	-	-	-
Hexacomb working capital adjustment	(1.6)	-	-	-	-	-	-	-	-
EBITDA excluding special items	\$ 1,263.7	\$ 1,401.0	\$ 1,310.0	\$ 1,229.2	\$ 1,688.2	\$ 1,848.6	\$ 1,555.7	\$ 1,597.5	\$ 1,354.0
Packaging net sales	\$ 5,312.3	\$ 5,938.5	\$ 5,932.2	\$ 5,919.5	\$ 7,052.6	\$ 7,780.7	\$ 7,135.6	\$ 7,690.9	\$ 6,104.4
EBITDA margin	23.8%	23.6%	22.1%	20.8%	23.9%	23.8%	21.8%	20.8%	22.2%
	2017	2018	2019	2020	2021	2022	2023	2024	3Q'25 YTD
Cash flow from operations	\$ 856	\$ 1,180	\$ 1,207	\$ 1,033	\$ 1,094	\$ 1,495	\$ 1,315	\$ 1,191	\$ 1,111
Less: additions to PP&E	(343)	(551)	(399)	(421)	(605)	(824)	(470)	(670)	(510)
Free cash flow	\$ 513	\$ 629	\$ 808	\$ 612	\$ 489	\$ 671	\$ 845	\$ 522	\$ 601

(1) For descriptions of special items, see "Management's Discussion and Analysis of Financial Conditions and Results of Operations" in Part II, Item 7 of our 2019 - 2024 Annual Reports on Form 10-K

Appendix B – EPS Reconciliation



	2017	2018	2019	2020	2021	2022	2023	2024	Q3'24	Q3'25
Reported earnings per diluted share	\$ 7.07	\$ 7.80	\$ 7.34	\$ 4.84	\$ 8.83	\$ 11.03	\$ 8.48	\$ 8.93	\$ 2.64	\$ 2.51
Special items ⁽¹⁾										
Jackson mill conversion-related activities	-	-	-	-	0.11	0.11	0.09	0.08	-	-
Facilities closure and other costs	(0.04)	0.01	-	0.23	(0.03)	0.01	0.12	0.03	0.01	0.01
Acquisition and integration related costs	0.01	-	-	-	0.01	(0.01)	-	-	-	0.21
Debt refinancing	0.01	-	0.28	-	0.47	-	-	-	-	-
Goodwill impairment	-	-	-	0.58	-	-	-	-	-	-
Hurricane Laura impact	-	-	-	0.08	-	-	-	-	-	-
Incremental costs for Covid-19	-	-	-	0.05	-	-	-	-	-	-
Tax reform	(1.29)	(0.02)	-	-	-	-	-	-	-	-
Wallula mill restructuring	0.21	0.24	0.01	-	-	-	-	-	-	-
DeRidder mill fixed asset disposals	-	-	0.02	-	-	-	-	-	-	-
Internal legal entity consolidation	0.04	-	-	-	-	-	-	-	-	-
DeRidder mill incident	0.03	-	-	-	-	-	-	-	-	-
Expiration of timberland repurchase option	(0.01)	-	-	-	-	-	-	-	-	-
Hexacomb working capital adjustment	(0.01)	-	-	-	-	-	-	-	-	-
Total special items (income) expense	(1.05)	0.23	0.31	0.94	0.56	0.11	0.21	0.11	0.01	0.22
Earnings per diluted share, excl. special items ⁽²⁾	\$ 6.02	\$ 8.03	\$ 7.65	\$ 5.78	\$ 9.39	\$ 11.14	\$ 8.70	\$ 9.04	\$ 2.65	\$ 2.73

(1) For descriptions of special items, see "Management's Discussion and Analysis of Financial Conditions and Results of Operations" in Part II, Item 7 of our 2014-2024, Annual Reports on Form 10-K

(2) May not foot due to rounding

Appendix C – ROIC



Return on invested capital (ROIC) is calculated as follows:

	2017	2018	2019	2020	2021	2022	2023	2024
Income from operations	\$ 932	\$ 1,068	\$ 1,054	\$ 724	\$ 1,241	\$ 1,421	\$ 1,075	\$ 1,101
Special items and adjustments:								
- Facilities closure costs (income)	(6)	2	-	28	(3)	1	14	3
- Jackson mill conversion	-	-	-	-	14	14	11	10
- Incremental costs for COVID-19	-	-	-	7	-	-	-	-
- Goodwill impairment	-	-	-	55	-	-	-	-
- Hurricane Laura impact	-	-	-	10	-	-	-	-
- DeRidder mill fixed asset disposals	-	-	3	-	-	-	-	-
- Wallula mill restructuring	33	30	1	-	-	-	-	-
- Insurance deductible for property damage	-	1	-	-	-	-	-	-
- Acquisition and integration related costs	2	-	-	-	-	(1)	-	-
- DeRidder mill incident	5	-	-	-	-	-	-	-
- Hexacomb working capital adjustment	(2)	-	-	-	-	-	-	-
- Expiration of timberland repurchase option	(2)	-	-	-	-	-	-	-
- Ceased production of market pulp at Wallula	-	-	-	-	-	-	-	-
Adjusted income from operations	\$962	\$ 1,101	\$ 1,058	\$ 824	\$ 1,252	\$ 1,435	\$ 1,101	\$ 1,114
Provision for income taxes	(326)	(266)	(258)	(206)	(303)	(352)	(270)	(271)
NOPAT	\$ 636	\$ 835	\$ 800	\$ 618	\$ 949	\$ 1,083	\$ 830	\$ 842

	2016	2017	2018	2019	2020	2021	2022	2023	2024
Stockholders' Equity	\$ 1,760	\$ 2,183	\$ 2,672	\$ 3,071	\$ 3,246	\$ 3,607	\$ 3,667	\$ 3,997	\$ 4,404
Current maturities of long-term debt and finance lease obligations	27	151	1	2	2	2	2	402	2
Finance lease obligations (non-current)	20	19	18	16	14	13	11	9	7
Long-term debt	2,620	2,480	2,484	2,477	2,479	2,472	2,474	2,472	2,474
Cash and cash equivalents	(239)	(217)	(362)	(680)	(975)	(619)	(320)	(648)	(685)
Marketable debt securities	-	-	-	(148)	(148)	(146)	(150)	(558)	(167)
Invested capital	\$ 4,188	\$ 4,616	\$ 4,813	\$ 4,738	\$ 4,618	\$ 5,329	\$ 5,683	\$ 5,674	\$ 6,035
Average invested capital	\$ 4,402	\$ 4,715	\$ 4,776	\$ 4,678	\$ 4,974	\$ 5,506	\$ 5,679	\$ 5,955	
ROIC (NOPAT/average invested capital)	14.5%	17.7%	16.7%	13.2%	19.1%	19.7%	14.6%	14.4%	

Appendix D - Non-GAAP Segment EBITDA Reconciliation



Packaging Segment EBITDA (excl. special items) Reconciliation	Q3'24	2024	Q3'25
Segment revenue	\$2,008.7	\$7,690.9	\$2,128.1
Segment operating income	\$320.7	\$1,101.5	\$327.5
Depreciation, amortization, and depletion	\$124.1	\$490.1	\$143.9
EBITDA	\$444.8	\$1,591.6	\$471.4
EBITDA Margin	22.1%	20.7%	22.2%
Special Items:			
Acquisition-related, facilities closure and other costs (Income)	\$0.8	\$1.9	\$20.4
Jackson mill conversion-related activities	-	\$4.0	-
Total Special Items	\$0.8	\$5.9	\$20.4
EBITDA (excl. special items)	\$445.6	\$1,597.5	\$491.8
EBITDA (excl. special items) Margin	22.2%	20.8%	23.1%

Paper Segment EBITDA (excl. special items) Reconciliation	Q3'24	2024	Q3'25
Segment revenue	\$159.3	\$624.7	\$161.2
Segment operating income	\$38.5	\$129.7	\$35.6
Depreciation, amortization, and depletion	\$4.6	\$19.5	\$4.5
EBITDA	\$43.1	\$149.2	\$40.1
EBITDA Margin	27.1%	23.9%	24.9%
Special Items:			
Jackson mill conversion-related activities	-	\$4.3	-
Total Special Items	\$0.0	\$4.3	\$0.0
EBITDA (excl. special items)	\$43.1	\$153.5	\$40.1
EBITDA (excl. special items) Margin	27.1%	24.6%	24.9%