

**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): May 8, 2024

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.)

1 N. 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 8, 2024, the stockholders of Packaging Corporation of America (“PCA”) approved the Second Amended and Restated 1999 Long-Term Equity Incentive Plan (the “Plan”). A description of the Plan was included in Item 3 of PCA’s Proxy Statement for the 2024 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on March 28, 2024 (the “Proxy Statement”) under the caption “Summary of the Plan” and all sub captions thereunder, as supplemented by PCA’s Supplement to Proxy Statement filed with the Securities and Exchange Commission on April 3, 2024 under the caption “Supplemental Disclosure Concerning Item No. 3.” The full text of the Plan was attached as Appendix B to the Proxy Statement. Such summary and the text of the Plan are incorporated by reference into this Item 5.02.

Item 5.07. Submission of Matters to a Vote of Security Holders

On May 8, 2024, Packaging Corporation of America (“PCA”) held its 2024 Annual Meeting of Stockholders, at which the following proposals were voted upon and approved by PCA’s stockholders:

(a) *Election of Directors*. Voting results are summarized as follows:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Vote |
|---------------------|------------------|----------------------|--------------------|------------------------|
| Cheryl K. Beebe | 72,134,723 | 4,673,558 | 36,698 | 5,500,434 |
| Duane C. Farrington | 76,550,099 | 255,540 | 39,340 | 5,500,434 |
| Karen E. Gowland | 76,438,524 | 361,537 | 44,918 | 5,500,434 |
| Donna A. Harman | 75,034,138 | 1,774,077 | 36,764 | 5,500,434 |
| Mark W. Kowlzan | 71,010,084 | 5,794,306 | 40,589 | 5,500,434 |
| Robert C. Lyons | 73,241,311 | 3,562,391 | 41,277 | 5,500,434 |
| Thomas P. Maurer | 76,127,418 | 676,192 | 41,369 | 5,500,434 |
| Samuel M. Mencoff | 66,344,693 | 8,165,851 | 2,334,435 | 5,500,434 |
| Roger B. Porter | 61,236,883 | 13,113,239 | 2,494,857 | 5,500,434 |
| Thomas S. Souleles | 71,190,711 | 5,612,633 | 41,635 | 5,500,434 |
| Paul T. Stecko | 72,779,475 | 4,025,647 | 39,857 | 5,500,434 |

(b) *Ratification of Independent Registered Public Accounting Firm*. The audit committee’s appointment of KPMG LLP as PCA’s independent registered public accounting firm was ratified by the following vote: 80,848,054 votes for, 1,830,602 votes against, and 36,757 abstentions.

(c) *Approval of Second Amended and Restated 1999 Long-Term Equity Incentive Plan*: 70,515,959 votes for, 6,210,977 votes against, 118,043 abstentions and 5,500,434 broker non-votes.

(d) *Approval of PCA’s Executive Compensation*: 71,793,232 votes for, 4,930,720 votes against, 121,018 abstentions and 5,500,434 broker non-votes.

(e) *Stockholder Proposal Regarding Director Election Resignation Bylaw*: 12,644,915 votes for; 63,816,263 votes against; 383,801 abstentions; and 5,500,434 broker non-votes.

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. Pfleiderer
Senior Vice President, General Counsel & Secretary

Date: May 9, 2024