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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**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 15, 2015**

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**Packaging Corporation of America**  
(Exact name of registrant as specified in its charter)

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**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)

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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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 16, 2015, Packaging Corporation of America (“PCA”) announced that Mark W. Kowlzan, PCA’s Chief Executive Officer, will become Chairman of PCA’s board of directors effective December 31, 2015. The press release announcing such action is filed herewith as Exhibit 99.1 and incorporated by reference herein.

Paul T. Stecko currently serves as Chairman of PCA’s board of directors under an agreement that expires on December 31, 2015, which is filed as Exhibit 10.1 and incorporated by reference herein. After such date, Mr. Stecko will continue to serve on PCA’s board as a non-management director. He will also serve as a senior advisor to PCA under an agreement that may be terminated by either party on 30 days’ notice.

In addition to PCA’s standard fees for outside directors (which were disclosed in the final sentence of Item 5.02 of PCA’s Current Report on Form 8-K filed on September 1, 2015 and incorporated by reference herein), Mr. Stecko will receive annual cash compensation of \$300,000 for his service. The letter setting forth the terms of Mr. Stecko’s service is filed as Exhibit 10.2 hereto and incorporated by reference herein. The foregoing summary is qualified in its entirety to the full text of such letter.

**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 15, 2015, PCA announced that its board of directors had approved a regular quarterly cash dividend of \$0.55 per share on its common stock. The quarterly dividend will be paid on January 15, 2016 to shareholders of record as of December 28, 2015. The press release is furnished as Exhibit 99.2 to this report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

- 10.1 Agreement, dated June 24, 2013, between Packaging Corporation of America and Paul T. Stecko (incorporated by reference to Exhibit 10.1 to PCA’s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 27, 2013)
- 10.2 Letter dated December 15, 2015 setting forth terms of service of Paul T. Stecko
- 99.1 Press Release dated December 16, 2015
- 99.2 Press Release dated December 15, 2015

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**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  
(Registrant)

By: /s/ Kent A. Pflederer  
Senior Vice President, General Counsel and  
Secretary

Date: December 17, 2015

[Packaging Corporation of America letterhead]

December 15, 2015

Paul T. Stecko  
Packaging Corporation of America  
1955 W. Field Ct.  
Lake Forest, IL 60045

Re: Board Service/Senior Advisor

Dear Paul:

On behalf of the board of directors, I am pleased to set out the terms of your future service with Packaging Corporation of America (the "Corporation") that will take effect upon the December 31, 2015 expiration of your agreement (the "Agreement") with the Corporation.

Upon the expiration date of the Agreement, the Agreement will terminate, except that the provisions set forth in Sections 7 through 16 of the Agreement will remain in effect during the term of the senior advisory arrangement described in the next paragraph (and will survive the termination of such arrangement in accordance with their respective terms). You will continue to serve as a non-management director and will be paid the standard outside directors fees as the board approves from time to time. Future service on the board after your current term expires at the 2016 annual meeting of stockholders will be subject to your nomination by the Corporation's board of directors and nominating and governance committee.

Beginning January 1, 2016, you will serve as a senior advisor to the Corporation on matters that the board or I determine from time to time to be of strategic importance. We will maintain office space and administrative support as necessary to support you in the provision of your services. You will be paid cash fees of \$300,000 per year in addition to your directors fees. Payment will be made in accordance with past practices relating to payment of your fees. Either you or the Corporation may terminate the senior advisory arrangement for convenience at any time on 30 days' notice.

Your service as a director and as a senior advisor is as an independent contractor and not as an employee or agent of the Corporation. No employee benefits of any kind will be provided except as due to you as a result of service as past service as an employee under plans in which you participated. You will not accrue additional benefits or service time as a result of your service.

If the terms described in the letter meet with your approval, please sign in the space indicated below.

Sincerely,

/s/ Mark W. Kowlzan

Mark W. Kowlzan

Acknowledged and Agreed:

/s/ Paul T. Stecko

Paul T. Stecko

**PACKAGING CORPORATION OF AMERICA ANNOUNCES ELECTION OF MARK W. KOWLZAN AS  
CHAIRMAN; PAUL T. STECKO TO CONTINUE TO SERVE ON BOARD**

Lake Forest, IL December 16, 2015—Packaging Corporation of America (NYSE: PKG) announced today that effective December 31, 2015, Mark W. Kowlzan will become Chairman & CEO of the company. Mr. Kowlzan has served as CEO since July 2010.

Paul T. Stecko will step down as non-executive chairman but will continue to serve on the board of directors. He has also entered into an agreement with the company to serve as a senior advisor for strategic matters. Mr. Stecko has served as chairman of the board since 1999. He served as PCA's CEO from 1999 to 2010 and as executive chairman from 2010 to 2013.

Commenting on the announcement, Mr. Stecko said, "The company and the board will be well served under Mark's leadership. During the past five years, Mark has been instrumental in leading the company's success in growing our business and creating substantial shareholder value."

Mr. Kowlzan commented, "We are very pleased that Paul will continue to serve PCA as both a director and senior advisor and remain involved in matters of strategic importance."

PCA is the fourth largest producer of containerboard and corrugated packaging products in the United States and the third largest producer of uncoated freesheet paper in North America. PCA operates eight paper mills and 94 corrugated products plants and related facilities.

**Contact: Barbara Sessions**

**Packaging Corporation of America**

**INVESTOR RELATIONS: (877) 454-2509**

**PCA Web Site: [www.packagingcorp.com](http://www.packagingcorp.com)**

**FOR IMMEDIATE RELEASE:**

**PACKAGING CORPORATION OF AMERICA DECLARES QUARTERLY DIVIDEND**

**Lake Forest, IL December 15, 2015** – Packaging Corporation of America (NYSE: PKG) announced today that its Board has approved a regular quarterly dividend of \$0.55 per share on its common stock. The quarterly dividend of \$0.55 per share will be paid to shareholders of record as of December 28, 2015 with a payment date of January 15, 2016. Future declaration of quarterly dividends, and the establishment of future record and payment dates, are subject to the final determination by PCA's Board of Directors.

PCA is the fourth largest producer of containerboard and corrugated packaging products in the United States and the third largest producer of uncoated freesheet paper in North America. PCA operates eight paper mills and 94 corrugated products plants and related facilities.

Contact: Barbara Sessions

Packaging Corporation of America

**INVESTOR RELATIONS: (877) 454-2509**

**PCA Web Site: [www.packagingcorp.com](http://www.packagingcorp.com)**