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) 36-42770 (IRS Emplo Identification

1 N. Field Court, Lake Forest, Illinois 60045 (Address of Principal Executive Offices, including Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing oblicegistrants 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 24			
	Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 24			
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 chapter).				
Emerging growth company □				
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extenderiod for complying with any new or revised financial accounting standards provided pursuant to Section Exchange Act. \Box				

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

Title of each class

Trading Symbol(s)

Name of each ex on which regis

Common Stock	PKG	New York Stock

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

On May 8, 2024, the stockholders of Packaging Corporation of America ("PCA") approved the Secon and Restated 1999 Long-Term Equity Incentive Plan (the "Plan"). A description of the Plan was included PCA's Proxy Statement for the 2024 Annual Meeting of Stockholders filed with the Securities and Exchar Commission on March 28, 2024 (the "Proxy Statement") under the caption "Summary of the Plan" and all thereunder, as supplemented by PCA's Supplement to Proxy Statement filed with the Securities and Exchar Commission on April 3, 2024 under the caption "Supplemental Disclosure Concerning Item No. 3." The filen was attached as Appendix B to the Proxy Statement. Such summary and the text of the Plan are incorreference 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 Stockh which the following proposals were voted upon and approved by PCA's stockholders:

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

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

- (b) Ratification of Independent Registered Public Accounting Firm. The audit committee's appoint LLP as PCA's independent registered public accounting firm was ratified by the following vote: 80,848,051,830,602 votes against, and 36,757 abstentions.
- (c) Approval of Second Amended and Restated 1999 Long-Term Equity Incentive Plan: 70,515,959 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, abstentions and 5,500,434 broker non-votes.
- (e) Stockholder Proposal Regarding Director Election Resignation Bylaw: 12,644,915 votes for; 63 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 be signed on its behalf by the undersigned hereunto duly authorized.

PACKAGING CORPORATION OF AMERICA

By: /s/ Kent A. Pflederer

Senior Vice President, General Counsel &

Secretary

Date: May 9, 2024