

SECURITIES AND EXCHANGE COMMISSION

FORM POSASR

Post-effective amendments to an automatic shelf registration statement on Form S-3ASR or  
Form F-3ASR

Filing Date: **2013-01-14**  
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FILER

**PACKAGING CORP OF AMERICA**

CIK:[75677](#) | IRS No.: **364277050** | Fiscal Year End: **1231**  
Type: **POSASR** | Act: **33** | File No.: **333-182251** | Film No.: **13528561**  
SIC: **2650** Paperboard containers & boxes

Mailing Address  
*1900 W FIELD CT  
LAKE FOREST IL 60045*

Business Address  
*1900 W FIELD CT  
LAKE FOREST IL 60045  
8474823000*

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

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**PACKAGING CORPORATION OF AMERICA**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**36-4277050**

(I.R.S. Employer  
Identification No.)

**1955 West Field Court  
Lake Forest, Illinois 60045  
(847) 482-3000**

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

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**Kent A. Pflederer  
Packaging Corporation of America  
1955 West Field Court  
Lake Forest, Illinois 60045  
(847) 482-3000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies of all communications, including communications sent to agent for service, should be sent to:*

**James S. Rowe  
Kirkland & Ellis LLP  
300 North LaSalle  
Chicago, Illinois 60654  
(312) 862-2000**

Approximate date of commencement of proposed sale to the public: Not applicable. This post-effective amendment will deregister the securities that remain unsold under the registration statement.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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## Deregistration of Securities

This post-effective Amendment No. 1 to the Registration Statement on Form S-3ASR (Registration No. 333-182251) of Packaging Corporation of America (the “registrant”) filed with the Securities and Exchange Commission on June 21, 2012 (the “Registration Statement”) hereby amends the Registration Statement to deregister any securities registered pursuant to the Registration Statement and not otherwise sold thereunder, in accordance with the registrant’ s undertaking in Part II, Item 17 of the Registration Statement.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of Illinois, on January 14, 2013.

### PACKAGING CORPORATION OF AMERICA

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

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the Registration Statement has been signed by the following persons in the capacities indicated on January 14, 2013.

<u>Signature</u>	<u>Title</u>
<u>*</u> Mark W. Kowlzan	Chief Executive Officer and Director (Principal Executive Officer)
<u>*</u> Richard B. West	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
<u>*</u> Paul T. Stecko	Executive Chairman
<u>*</u> Cheryl K. Beebe	Director
<u>*</u> Hasan Jameel	Director
<u>*</u> Robert C. Lyons	Director
<u>*</u> Samuel M. Mencoff	Director

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Director

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Roger B. Porter

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Director

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Thomas S. Souleles

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Director

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James D. Woodrum

\* The undersigned, by signing his name hereto, signs and executes this post-effective amendment to the Registration Statement pursuant to the Powers of Attorney executed by the above-named officers and directors and filed with the Securities and Exchange Commission.

/s/ Kent A. Pflederer

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Kent A. Pflederer  
Attorney-in-Fact