FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington,	D.C. 20549	

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated averag	e burden								

0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

for the purchase or sale of equity securities of the issuer that is Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

obligations may continue. See Instruction 1(b).	Filed pursuant or Secti
Check this box to indicate that a transaction was made pursuant to a contract instruction or written plan	

d Address of 1 Chandr (Fir TIV EVER FIELD CO	est) (M				suer Na	me an	d Tiel	T.										
TIV EVER	,			2. Issuer Name and Ticker or Trading Symbol Pactiv Evergreen Inc. [PTVE]					(Chec	ationship of Reportink all applicable) Director Officer (give title		ng Person(s) to Issue 10% Owne Other (spe		/ner				
		Middle)			ate of E		Trans	action (I	Month	/Day/Year)				below		Offic	below)	
OREST IL		0099 Zip)		4. If <i>i</i>	Amend	ment, [Oate o	f Origina	al File	d (Month/Da	y/Year)		6. Ind Line)	Form	Joint/Group filed by One filed by Mon	e Rep	orting Perso	on
	Table	I - No	n-Deriva	tive \$	Secui	rities	Acq	uired	, Dis	posed of	or B	ene	ficiall	y Own	ed			
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		2. Transaction Date (Month/Day/Year		Execution Date,		Transaction Disposed Of (D) (Ins					5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount	(A) c (D)	r F	rice	Transa	ction(s)			.msu. 4)
Stock			12/16/2	024				Α		3,556(1)	A		\$ <mark>0</mark>	18	0,469		D	
Stock			12/16/2	024				A		94,456(2)	A		\$ <mark>0</mark>	27	4,925		D	
Stock			12/16/2	024				F		72,481(3)	D		617.32	20	2,444		D	
	Tal	ble II ·												Owne	d			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execuif any	tion Date,			of Deriving Securing Acquing (A) or Disposof (D) (Instr.	ative rities ired sed	Expirat	tion Da	ite	Amour Securi Under Deriva Securi	nt of ties lying tive ty (In	De Se (In	rivative curity	derivative Securities Beneficially Owned Following Reported	y	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

1. Represents additional shares acquired by the reporting person in connection with the settlement of dividend equivalent rights upon the vesting of 45,000 restricted stock units that were otherwise scheduled to vest on March 2, 2025 but that were accelerated into 2024.

Exercisable

(D)

Expiration

Title

Shares

Date

- 2. Represents shares acquired by the reporting person in connection with the vesting and settlement of 42,239 performance share units that were granted in 2022, together with associated dividend equivalent rights, that were otherwise scheduled to vest on March 2, 2025, but that were accelerated into 2024. Pursuant to the Agreement and Plan of Merger, dated as of December 9, 2024, by and among the Issuer, Novolex Holdings, LLC and Alpha Lion Sub, Inc., and the determination by the Compensation Committee of the Issuer's Board of Directors in relation to achievement of the performance criteria, the performance share units were settled at 200% of target.
- 3. The reported securities were withheld to satisfy the reporting person's tax liability in connection with the vesting of the aforementioned restricted stock units and performance share units.

/s/ Tyler T. Rosenbaum,
Assistant Secretary, by Power 12/18/2024
of Attorney.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code V

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.