UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PACTIV EVERGREEN INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

88-0927268 (I.R.S. Employer Identification No.)

1900 W. Field Court Lake Forest, Illinois 60045 Telephone: (800) 879-5067 Facsimile: (847) 482-7742

(Address of Principal Executive Offices, Including Zip Code)

Pactiv Evergreen Inc. Amended and Restated Equity Incentive Plan

(Full title of the plan)

Chandra J. Mitchell

Chief Legal Officer and Secretary

1900 W. Field Court

Lake Forest, Illinois 60045 Telephone: (847) 482-2000

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

With a copy to:

Sean Donahue

Paul Hastings LLP

200 Park Avenue

New York, NY 10166

(212) 318-6000

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

Large accelerated filer	Accelerated filer	\boxtimes
Non-accelerated filer	Smaller reporting company	
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. \Box



EXPLANATORY NOTE

On September 17, 2020, Pactiv Evergreen Inc. (the "Registrant") filed a Registration Statement (No. 333-248859) on Form S-8 (the "Initial S-8") with the Securities and Exchange Commission (the "Commission") to register shares ("Shares") of common stock, par value \$0.001 per share, of the Registrant under the Registrant's Equity Incentive Plan (the "Plan"). On June 5, 2024, the Registrant's stockholders adopted an amendment and restatement of the Plan (such amended and restated Plan, the "Amended Plan") that, among other things, increased the number of Shares available for grant and issuance under the Plan by 3,000,000 Shares. Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 (this "Registration Statement") registers such additional Shares under the Amended Plan. The contents of the Initial S-8 are incorporated by reference into this Registration Statement.

Item 6. Indemnification of Directors and Officers.

The second paragraph of Item 6 of the Initial S-8, as incorporated herein by reference, is amended and restated to read as follows:

"Section 102(b)(7) of the DGCL enables a corporation, in its certificate of incorporation or an amendment thereto, to eliminate or limit the personal liability of a director or officer of the corporation to the corporation or its stockholders for monetary damages for violations of the director's or officer's fiduciary duty, except (i) for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases, redemptions or other distributions) or (iv) for any transaction from which a director or officer derived an improper personal benefit. The Registrant's Amended and Restated Certificate of Incorporation, as amended, provides for these limitations of liability."

Item 8. Exhibits.

Exhibit			Incorporated by Reference		
	Exhibit Title	Filed Here- with?	Form	Exhibit No.	Date Filed
4.1	Amended and Restated Certificate of Incorporation of the Registrant and Certificate of Amendment thereto.		10-Q	3.1	July 31, 2024
4.2	Amended and Restated Bylaws of the Registrant.		8-K	3.2	Sept. 21, 2020
5.1	Opinion of Paul Hastings LLP.	X			
23.1	Consent of PricewaterhouseCoopers LLP.	X			
23.2	Consent of Paul Hastings (included in Exhibit 5.1).	X			
24.1	Power of Attorney (included in signature page hereto).	X			
99.1	Pactiv Evergreen Inc. Amended and Restated Equity Incentive Plan.		8-K	10.1	June 7, 2024
107.1	Filing Fee Table.	X			

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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of Illinois, on July 31, 2024.

Date: July 31, 2024	By:	/s/ Michael J. King	
		Michael J. King	
		President and Chief Executive Officer	

PACTIV EVERGREEN INC.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jonathan H. Baksht and Chandra J. Mitchell, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement, and any or all amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises hereby ratifying and confirming all that said attorneys-in-fact and agent, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date	
/s/ Michael J. King Michael J. King	President and Chief Executive Officer and Director (principal executive officer)	July 31, 2024	
/s/ Jonathan H. Baksht Jonathan H. Baksht	Chief Financial Officer (principal financial officer and principal accounting officer)	July 31, 2024	
/s/ LeighAnne G. Baker LeighAnne G. Baker	Chair of the Board of Directors	July 31, 2024	
/s/ Duncan J. Hawkesby Duncan J. Hawkesby	Director	July 31, 2024	
/s/ Allen P. Hugli Allen P. Hugli	Director	July 31, 2024	
/s/ Linda K. Massman Linda K. Massman	Director	July 31, 2024	
/s/ Rolf Stangl Rolf Stangl	Director	July 31, 2024	
/s/ Felicia D. Thornton Felicia D. Thornton	Director	July 31, 2024	



July 31, 2024

Pactiv Evergreen Inc. 1900 W. Field Court Lake Forest, IL 60045

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Pactiv Evergreen Inc., a Delaware corporation (the "Company"), in connection with the preparation of the registration statement on Form S-8 to be filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") on or about the date hereof (the "Registration Statement") to effect registration under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 3,000,000 shares (the "Shares") of the Company's common stock, \$0.001 par value per share ("Common Stock"), reserved for issuance under the Company's Amended and Restated Equity Incentive Plan (the "Plan") as a result of an increase of the number of shares available for grant and issuance under the Plan, which was adopted by the Company's board of directors and approved by the Company's stockholders at the Company's 2024 annual meeting of stockholders held on June 5, 2024.

As such counsel and for purposes of our opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below, including, without limitation:

- (i) the Registration Statement;
- (ii) the Amended and Restated Certificate of Incorporation of the Company (the "Certificate of Incorporation"), as certified as of July 31, 2024 by the Office of the Secretary of State of the State of Delaware;
- (iii) the Amended and Restated Bylaws of the Company as presently in effect, as certified by an officer of the Company on July 31, 2024;
- (iv) the Plan;
- (v) a certificate, dated as of July 29, 2024, from the Office of the Secretary of State of the State of Delaware, certifying as to the existence and good standing of the Company in the State of Delaware (the "Good Standing Certificate");

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- (vi) the resolutions adopted by the board of directors of the Company regarding the Plan, and other matters related thereto, as certified by an officer of the Company on July 31, 2024; and
- (vii) the minutes of the meeting of stockholders of the Company regarding the Plan, and other matters related thereto, as certified by an officer of the Company on July 31, 2024.

In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth in this opinion letter.

In such examination and in rendering the opinion expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to originals thereof, and that such originals are authentic and complete; (iv) the legal capacity, competency and authority of all individuals executing all agreements, instruments, corporate records, certificates and other documents; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct on and as of the date hereof; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter, and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company. We have also assumed that the individual issuances, grants, awards or grants of purchase rights under the Plan will be duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law, the Plan and the agreements, forms of instrument, awards and grants duly adopted thereunder. We have also assumed that upon the issuance of any Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Certificate of Incorporation.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued and sold as described in the Registration Statement and in accordance with the Plan and the applicable award agreements or forms of instrument evidencing purchase rights thereunder (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

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Without limiting any of the other assumptions, limitations, qualifications and exceptions stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as in effect on the date of this opinion letter.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely in connection with the preparation and filing of the Registration Statement. This opinion letter is rendered as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Pactiv Evergreen Inc. of our report dated February 29, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Pactiv Evergreen Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP

Chicago, Illinois

July 31, 2024

Calculation of Filing Fee Tables

Form S-8 (Form Type)

Pactiv Evergreen Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Title of Securities to Be Registered	Fee Calculation Rule	Amount to Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee (3)
Equity	Common Stock, par value \$0.001 per share, reserved for issuance under the Pactiv Evergreen Inc. Amended and Restated Equity Incentive Plan (the "Plan")	Rule 457(c) and Rule 457(h)	3,000,000	\$12.925	\$38,775,000	\$147.60 per \$1,000,000	\$5,723.19
Total Offering Amounts					\$38,775,000		\$5,723.19
Total Fee Offsets							_
Net Fee Due							\$5,723.19

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional Shares that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$12.925 per share, which represents the average of the high and low sale prices of the Registrant's common stock as reported on the Nasdaq Stock Market on July 25, 2024.
- (3) Rounded up to the nearest penny.