

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," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.



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.

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

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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.

