

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Owenby Douglas</u>  (Last) (First) (Middle) <u>C/O PACTIV EVERGREEN INC.</u> <u>1900 W. FIELD COURT</u>  (Street) <u>LAKE FOREST IL 60045</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Pactiv Evergreen Inc. [ PTVE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operations Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/16/2024		A		3,119 <sup>(1)</sup>	A	\$0	186,456	D	
Common Stock	12/16/2024		A		93,955 <sup>(2)</sup>	A	\$0	280,411	D	
Common Stock	12/16/2024		F		58,950 <sup>(3)</sup>	D	\$17.32	221,461	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

**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 40,478 restricted stock units that were otherwise scheduled to vest on March 2, 2025 but that were accelerated into 2024.
2. Represents shares acquired by the reporting person in connection with the vesting and settlement of 42,015 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).

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.