

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>THORNTON FELICIA D</u> (Last) (First) (Middle) <u>C/O PACTIV EVERGREEN INC.</u> <u>1900 W. FIELD COURT</u> (Street) <u>LAKE FOREST IL</u> <u>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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2022</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	02/28/2022		P		5,200	A	\$9.8478 ⁽¹⁾	12,342 ⁽²⁾	I	By Family Trust ⁽³⁾
Common Stock								17,799 ⁽⁴⁾	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)
				Code	V		(A)	(D)					

Explanation of Responses:

- The reported price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.75 - \$9.92 per share, inclusive. The reporting person undertakes to provide to the issuer, any securityholder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this Footnote 1 to this Form 4.
- Includes 7,142 shares held indirectly that were incorrectly reported as having been held directly on the reporting person's Form 4 filed with the Securities and Exchange Commission on September 23, 2021.
- Shares are held by The Thornton Family Revocable Trust u/a/d 7/12/2006, in which Ms. Thornton is a Trustee.
- Includes 8,513 unvested restricted stock units formerly reported under Table II, which the reporting person is electing instead to report on Table I.

Remarks:

/s/ Tyler T. Rosenbaum,
Assistant Secretary, by Power 03/02/2022
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.

POWER OF ATTORNEY

The undersigned, as a reporting person of Pactiv Evergreen Inc. (the "Company") under Section 16 of the Securities Exchange Act of 1934, as amended (Section 16), hereby constitutes and appoints Michael J. Ragen, Chandra J. Mitchell, Tyler T. Rosenbaum and Terese M. Eklund, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16 or any rule or regulation of the SEC;
2. complete and execute Forms 3, Forms 4 and Forms 5, and any other forms and amendments thereto, as such attorney-in-fact shall, in his or her discretion, determine to be required or advisable pursuant to Section 16 and the rules and regulations of the SEC promulgated thereunder, or any successor laws and regulations thereto, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
3. take all actions necessary or appropriate to file such forms with the SEC, any securities exchange or national association, the Company and any other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that such attorneys-in-fact and agents do or cause to be done pursuant hereto and acknowledges that, in serving in such capacity at the request of the undersigned, they are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required by Section 16 to file forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact. This Power of Attorney expressly supersedes any earlier power of attorney executed by the undersigned with respect to the undersigned's obligation to file forms pursuant to Section 16 in connection with the undersigned's holdings of and transactions in securities issued by the Company.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 2nd day of February, 2022.

FELICIA THORNTON

/s/ Felicia Thornton
Felicia Thornton