

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 5, 2022**

**Pactiv Evergreen Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39528**

(Commission File Number)

**98-1538656**  
(I.R.S. Employer  
Identification No.)

**1900 W. Field Court, Lake Forest, Illinois, 60045**  
(Address of principal executive offices) (Zip Code)

**(847) 482-2000**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	PTVE	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 5, 2022, Jonathan D. Rich informed Pactiv Evergreen Inc. (the “Company”) of his intention not to stand for reelection to the Board of Directors of the Company (the “Board”) at the Company’s 2022 annual meeting of stockholders (the “Annual Meeting”), which is currently scheduled for June 13, 2022. Mr. Rich’s decision not to stand for reelection was not due to any disagreement with the Company, but rather relates to his wish to pursue other professional opportunities, and he will continue to serve on the Board until the expiration of his term at the Annual Meeting.

On April 8, 2022, the Board elected LeighAnne G. Baker Chairman of the Board, effective immediately after the Annual Meeting, to fill the vacancy in that position that will be created by Mr. Rich’s departure.

“We thank Jon for his hard work and service to the Company and the Board as we transitioned to being a public company, and we wish him all the best in his future endeavors,” said Michael J. King, President and Chief Executive Officer of the Company.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 8, 2022

PACTIV EVERGREEN INC.

By: /s/ Chandra J. Mitchell  
Chandra J. Mitchell  
Chief Legal Officer and Secretary