

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): September 26, 2023

**WestRock Company**

(Exact name of registrant as specified in its charter)

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

**001-38736**  
(Commission File Number)

**37-1880617**  
(IRS Employer  
Identification Number)

**1000 Abernathy Road, Atlanta, GA**  
(Address of principal executive offices)

**30328**  
(Zip Code)

Registrant's telephone number, including area code: **(770) 448-2193**

**Not Applicable**  
(Former name or former address, if changed since last report)

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:

- 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 Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value, per share	WRK	New York Stock Exchange

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

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 1.01 Entry into a Material Definitive Agreement.

On September 27, 2023, WestRock Company (“**WestRock**”) announced that its wholly-owned subsidiary WRKCo Inc. (the “**Issuer**”) completed its previously announced consent solicitation (the “**Consent Solicitation**”) pursuant to which it solicited consents (“**Consents**”) from registered holders (“**Holders**”) of its outstanding: (i) \$600,000,000 aggregate principal amount of 3.750% Senior Notes due 2025 (the “**2025 Notes**”); (ii) \$750,000,000 aggregate principal amount of 4.650% Senior Notes due 2026 (the “**2026 Notes**”); (iii) \$500,000,000 aggregate principal amount of 3.375% Senior Notes due 2027 (the “**2027 Notes**”); (iv) \$600,000,000 aggregate principal amount of 4.000% Senior Notes due 2028 (the “**2028 Notes**”) and (v) \$750,000,000 aggregate principal amount of 4.900% Senior Notes due 2029 (the “**2029 Notes**”, and together with the 2025 Notes, the 2026 Notes, the 2027 Notes and the 2028 Notes, the “**Notes**”) to amend certain terms of the indentures governing the respective Notes (each, an “**Indenture**” and together, the “**Indentures**”). The terms and conditions of the Consent Solicitation were set forth in a consent solicitation statement dated as of September 20, 2023. Adoption of the proposed amendments with respect to the applicable Indenture for each series of Notes required the Consent of the Holders of at least a majority in aggregate principal amount of the then outstanding Notes of such series (the “**Required Consents**”), which were received for each series of the Notes.

The purpose of the Consent Solicitation was to obtain Consents from the Holders to (i) amend the definition of “Change of Control” applicable for the relevant series of the Notes under the Indentures to add an exception for the previously disclosed proposed business combination of WestRock and the Smurfit Kappa group announced by WestRock on September 12, 2023, pursuant to the transaction agreement entered into on September 12, 2023, by and among, inter alios, Smurfit Kappa Group plc, a public limited company incorporated in Ireland, and WestRock; and (ii) make any other changes of a technical or conforming nature to the Indentures necessary or desirable for the implementation of the proposed amendment above.

In connection with the receipt of the Required Consents, on September 26, 2023, the Issuer entered into (i) the Fifth Supplemental Indenture by and between the Issuer and The Bank of New York Mellon Trust Company, N.A., as trustee (the “**Trustee**”), relating to the 2025 Notes, the 2027 Notes and the 2028 Notes and (ii) the Fourth Supplemental Indenture by and among the Issuer, WestRock Company, WestRock MWV, LLC and WestRock RKT, LLC, as guarantors, and the Trustee relating to the 2026 Notes and the 2029 Notes.

### Item 3.03 Material Modification to Rights of Security Holders.

The disclosure in Item 1.01 is incorporated herein by reference.

### Item 8.01 Other Events.

On September 27, 2023, WestRock issued a press release announcing that the Issuer had received the Required Consents in connection with the Consent Solicitation. A copy of the press release announcing the receipt of the Required Consents is attached hereto as Exhibit 99.1 and incorporated by reference herein.

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release dated September 27, 2023 issued by WestRock Company.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

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

**WESTROCK COMPANY**

By: /s/ Alexander W. Pease  
Name: Alexander W. Pease  
Title: Executive Vice President and Chief Financial Officer

Date: September 27, 2023

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NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN, ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.

September 27, 2023

**WestRock Announces Results of Consent Solicitation**

**Relating to the**

**\$600,000,000 3.750% Senior Notes due 2025 (the “2025 Notes”)**

**\$750,000,000 4.650% Senior Notes due 2026 (the “2026 Notes”)**

**\$500,000,000 3.375% Senior Notes due 2027 (the “2027 Notes”)**

**\$600,000,000 4.000% Senior Notes due 2028 (the “2028 Notes”)**

**and**

**\$750,000,000 4.900% Senior Notes due 2029 (the “2029 Notes”, and together with the 2025 Notes, the 2026 Notes, the 2027 Notes and the 2028 Notes, the “Notes”)**

WestRock Company (“**WestRock**”) today announced the results of the consent solicitation through which its wholly-owned subsidiary WRKCo Inc. (the “**Issuer**”) solicited consents (“**Consents**”) from registered holders (“**Holders**”) of the Notes (the “**Consent Solicitation**”) to amend certain terms of the indentures governing the respective Notes (each, an “**Indenture**” and together, the “**Indentures**”). Adoption of the proposed amendments with respect to the applicable Indenture for each series of Notes requires the Consent of the Holders of at least a majority in aggregate principal amount of the then outstanding Notes of such series.

The Consent Solicitation expired at 5:00 P.M., New York time, on September 26, 2023 (the “**Expiration Time**”). As of the Expiration Time, the Issuer had received Consents from Holders of the majority in aggregate principal amount of the outstanding Notes of each series. As a result, supplemental indentures reflecting the proposed amendments with respect to the applicable Indenture for each series of Notes were executed on September 26, 2023.

In addition, revocation rights with respect to each series of Notes were terminated at 5:00 P.M., New York time, on September 26, 2023 (the “**Revocation Deadline**”). A Holder who delivered a valid Consent for a series of Notes prior to the Expiration Time and did not validly revoke such Consent prior to the Revocation Deadline, will receive a payment equal to \$1.50 per \$1,000 aggregate principal amount of the relevant series of Notes with respect to which such Consent was delivered (the “**Consent Payment**”). Holders who validly delivered their Consents prior to the Expiration Time but who validly revoked their Consents prior to the Revocation Deadline will not receive the Consent Payment unless they validly delivered their Consents again prior to such Expiration Time and did not validly revoke their Consents again prior to the Revocation Deadline. The Consent Payment is expected to be paid on September 28, 2023 by Smurfit Kappa Group plc (“**SKG**”).

Citigroup Global Markets Inc. acted as solicitation agent and Kroll Issuer Services Limited acted as tabulation agent and information agent for the Consent Solicitation. Requests for documents may be directed to Kroll Issuer Services Limited at +44 20 7704 0880 or by email to [smurfit@is.kroll.com](mailto:smurfit@is.kroll.com). Questions regarding the Consent Solicitation may be directed to Citigroup Global Markets Inc. at +1 (800) 558-3745 or by email to [ny.liabilitymanagement@citi.com](mailto:ny.liabilitymanagement@citi.com).

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This announcement is for information purposes only and does not constitute an offer to purchase any of the Notes or a solicitation of an offer to sell any of the Notes and shall not be deemed to be an offer to purchase or a solicitation of an offer to sell any securities of the Issuer, or its respective subsidiaries or affiliates.

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**Information Regarding Forward-Looking Statements**

This announcement contains forward-looking statements as that term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally include statements regarding WestRock's and SKG's future expectations, beliefs, plans, objectives, results of operations, financial condition and cash flows, or future events or performance. Forward-looking statements can sometimes be identified by the use of forward-looking terms such as "believes," "expects," "may," "will," "shall," "should," "would," "could," "potential," "seeks," "aims," "projects," "predicts," "is optimistic," "intends," "plans," "estimates," "targets," "anticipates," "continues" or other comparable terms or negatives of these terms or other variations or comparable terminology or by discussions of strategy, plans, objectives, goals, future events or intentions, but not all forward-looking statements include such identifying words.

Forward-looking statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. We can give no assurance that such plans, estimates or expectations will be achieved and therefore, actual results may differ materially from any plans, estimates or expectations in such forward-looking statements. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include: legal proceedings are instituted against SKG or WestRock; evolving legal, regulatory and tax regimes; changes in economic, financial, political and regulatory conditions, in Ireland, the United Kingdom, the United States and elsewhere, and other factors that contribute to uncertainty and volatility, natural and man-made disasters, civil unrest, pandemics (e.g., the coronavirus (COVID-19) pandemic (the "COVID-19 pandemic")), geopolitical uncertainty, and conditions that may result from legislative, regulatory, trade and policy changes associated with the current or subsequent Irish, U.S. or U.K. administrations; the ability of SKG or WestRock to successfully recover from a disaster or other business continuity problem due to a hurricane, flood, earthquake, terrorist attack, war, pandemic, security breach, cyber-attack, power loss, telecommunications failure or other natural or man-made event, including the ability to function remotely during long-term disruptions such as the COVID-19 pandemic; the impact of public health crises, such as pandemics (including the COVID-19 pandemic) and epidemics and any related company or governmental policies and actions to protect the health and safety of individuals or governmental policies or actions to maintain the functioning of national or global economies and markets; actions by third parties, including government agencies; the risks and uncertainties discussed in the "Risks and Uncertainties" section in SKG's reports available on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and on its website at <https://www.smurfitkappa.com/investors>; and the risks and uncertainties discussed in the "Risk Factors" and "Information Regarding Forward-Looking Statements" sections in WestRock's reports filed with the Securities and Exchange Commission (the "SEC"). These risks will be more fully discussed in the proxy statement/prospectus, the shareholder circular, the UK listing prospectus and the other relevant materials filed with the SEC and applicable securities regulators in the United Kingdom. The list of factors presented here should not be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. We caution you not to place undue reliance on any of these forward-looking statements as they are not guarantees of future performance or outcomes and that actual performance and outcomes, including, without limitation, the actual results of operations, financial condition and liquidity, and the development of new markets or market segments in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this announcement. Except as required by law, none of SKG or WestRock assume any obligation to update or revise the information contained herein, which speaks only as of the date hereof.

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