

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).

1. Name and Address of Reporting Person* <u>Graham Michael E.</u>  (Last) (First) (Middle) C/O REYNOLDS CONSUMER PRODUCTS INC. 1900 W. FIELD COURT  (Street) LAKE FOREST IL 60045  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Reynolds Consumer Products Inc. [ REYN ]</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 Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2023	
	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	02/01/2023		M		5,672	A	\$0	26,234	D	
Common Stock	02/01/2023		F		1,613 <sup>(1)</sup>	D	\$29.77	24,621	D	
Common Stock	02/01/2023		M		6,156	A	\$0	30,777	D	
Common Stock	02/01/2023		F		1,719 <sup>(1)</sup>	D	\$29.77	29,058	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)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	02/01/2023		M			5,672	(3)	(3)	Common Stock	5,672	\$0	5,672	D	
Restricted Stock Units	(2)	02/01/2023		M			6,156	(4)	(4)	Common Stock	6,156	\$0	12,311	D	
Restricted Stock Units	(2)	02/01/2023		A			18,635	(4)	(4)	Common Stock	18,635	\$0	18,635	D	

**Explanation of Responses:**

- Represents shares withheld by Reynolds Consumer Products Inc. (the "Company") to satisfy tax withholding obligations on the vesting of restricted stock units ("RSUs").
- Each RSU represents a contingent right to receive one share of the Company's common stock.
- RSUs vest as follows: 5,671 shares vested on February 1, 2022, 5,672 shares vest on February 1, 2023 and 5,672 shares vest on February 1, 2024.
- The RSUs vest as follows: one-third of the RSUs vest on each of the first three anniversaries of the date of grant.

**Remarks:**

C. David Watson, Attorney-in-Fact for Michael E. Graham 02/03/2023

\*\* 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.

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