

**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): March 22, 2021 (March 19, 2021)

REYNOLDS CONSUMER PRODUCTS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39205
(Commission
File Number)

45-3464426
(I.R.S. Employer
Identification No.)

1900 W. Field Court
Lake Forest, Illinois
(Address of Principal Executive Offices)

60045
(Zip Code)

Registrant's telephone number, including area code: (800) 879-5067

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 (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 Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 Par Value	REYN	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 (§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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On March 19, 2021, the Board of Directors (the “Board”) of Reynolds Consumer Products Inc. (the “Company”), acting upon the recommendation of the Compensation, Nominating and Corporate Governance Committee (the “CNG Committee”) of the Board, elected Allen Hugli to the Board, effective on that date. Mr. Hugli will serve as a Class I director for a term expiring at the Company’s 2021 annual meeting of stockholders and until his successor is elected and qualified. In connection with Mr. Hugli’s election, the Board increased the size of the Board from 7 to 8 members.

Mr. Hugli currently serves as Chief Financial Officer and a director of Rank Group Limited (“Rank”), a director of Pactiv Evergreen Inc. (formerly Reynolds Group Holdings Limited) where he also served as the Chief Financial Officer from 2009 to 2020, and a director of other entities owned by Mr. Hart. He has been a senior executive of Rank since 1993. Mr. Hugli previously held positions in financial management and audit practices in Australia, Canada and New Zealand. Mr. Hugli received a Bachelor of Commerce (Honours) from Queen’s University at Kingston. Mr. Hugli holds a CPA CA designation from the Chartered Professional Accountants of Canada.

Pursuant to the Stockholders Agreement between the Company and Packaging Finance Limited (“PFL”), PFL designated Mr. Hugli to serve on the Company’s Board. The Company is a party to various transactions with Rank and other related parties, including Pactiv Evergreen Inc. and its subsidiaries, all as described in Note 17 to the Notes to Consolidated Financial Statements contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, which is incorporated herein by reference. Due to these related party transactions, Mr. Hugli is not eligible to participate in the Company’s director compensation arrangements, and therefore will not receive any compensation for his service as a director of the Company. A copy of the press release announcing Mr. Hugli’s election to the Board is furnished with this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

99.1 [Press Release issued by Reynolds Consumer Products Inc. on March 22, 2021](#)

SIGNATURES

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

Date: March 22, 2021

REYNOLDS CONSUMER PRODUCTS INC.

By: /s/ David Watson

David Watson

General Counsel and Secretary



NEWS RELEASE**Reynolds Consumer Products Welcomes Allen Hugli to Board of Directors**

LAKE FOREST, IL, March 22, 2021 – (BUSINESSWIRE) – Reynolds Consumer Products Inc. (“Reynolds,” “RCP” or the “Company”) announced that Allen Hugli has been appointed to the Company’s Board of Directors, effective March 19, 2021.

“We are thrilled to welcome Allen to our board,” said Richard Noll, Chairman of the Board of Directors for Reynolds Consumer Products. “Allen brings a strong track record of driving results and accelerating growth, and we believe his experience will serve the company and our shareholders well.”

Mr. Hugli currently serves as Chief Financial Officer and a director of Rank Group Limited. He also serves as a director of Pactiv Evergreen (formerly Reynolds Group Holdings Limited) where he also served as the Chief Financial Officer from 2009 to 2020, and a director of other entities owned by Graeme Hart. He has been a senior executive of Rank since 1993. Mr. Hugli previously held positions in financial management and audit practices in Australia, Canada and New Zealand. Mr. Hugli received a Bachelor of Commerce (Honours) from Queen’s University at Kingston, and he holds a CPA CA designation from the Chartered Professional Accountants of Canada.

“Allen’s deep expertise in the consumer packaged goods industry will help Reynolds continue to improve and differentiate our products, innovate and grow,” said Lance Mitchell, President and Chief Executive Officer, Reynolds Consumer Products. “We have a strong board in place as we continue to grow with our categories due to a sustained and fundamental shift in consumer demand coupled with our innovations and best in class service.”

About Reynolds Consumer Products Inc.

RCP’s mission is to simplify daily life so consumers can enjoy what matters most. RCP is a market-leading consumer products company with a presence in 95% of households across the United States. RCP produces and sells products across three broad categories: cooking products, waste & storage products and tableware that are sold under iconic brands such as Reynolds and Hefty, as well as under store brands that are strategically important to RCP’s customers. Overall, across both branded and store brand offerings, RCP holds the #1 or #2 U.S. market share position in the majority of product categories in which it participates.

Note to Investors Regarding Forward Looking Statements

This press release contains statements reflecting RCP’s views about its future performance that constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements, which are subject to risks, uncertainties and assumptions about RCP, may include projections of its future financial performance, anticipated growth strategies and anticipated trends in its business. These statements are only predictions based on RCP’s current expectations and projections about future events. There are important factors that could cause actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. For additional information on these and other factors that could cause RCP’s actual results to materially differ from those set forth herein, please see RCP’s filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K and subsequent filings. Investors are cautioned not to place undue reliance on any such forward-looking statements, which speak only as of the date they are made. RCP undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

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**Contact
Investors**

Mark Swartzberg
Mark.Swartzberg@reynoldsbrands.com
847-482-4081

Media

Kate Ottavio Kent
Kate.OttavioKent@icrinc.com
203-682-8276