SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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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 A Smith Lis	orting Person [*]	2. Date of B Requiring S (Month/Day 01/27/202	Statement //Year)	3. Issuer Name and Ticker of <u>Reynolds Consume</u>		<u>c.</u> [I	REYN]				
(Last) (First) (Middle) C/O REYNOLDS CONSUMER PRODUCTS INC. 1900 W. FIELD COURT (Street) LAKE U COUAT					4. Relationship of Reporting Issuer (Check all applicable) Director X Officer (give title below) President, Hefty Wa	10% Owner Other (specify below)		Filed 6. In (Che	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 		
FOREST (City)	IL (State)	60045 (Zip)	-						Reporting r	615011	
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)				I	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Owne Form: D (D) or In (I) (Instr	irect direct		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price o Derivat Securit	ive	Direct (D) or Indirect (I) (Instr. 5)	5)	
Performance Share Units		(1)	(1)	Common Stock	1,250	(2)		D			
Restricted Stock Units		(3)	(3)	Common Stock	1,250	(4)		D			

Explanation of Responses:

1. On March 5, 2020, the reporting person was granted performance stock units ("PSUs"), with the number of PSUs earned to be determined based on the extent to which certain performance conditions are met for a performance period of 2020 - 2022. Subject to the satisfaction of the performance conditions, the PSUs vest on March 5, 2023.

2. Each PSU represents a contingent right to receive one share of Reynolds Consumer Products Inc. common stock.

3. The restricted stock units ("RSUs") vest as follows: 416 of the RSUs vest on March 5, 2021; 417 of the RSUs vest on March 5, 2022; and 417 of the RSUs vest on March 5, 2023.

4. Each RSU represents a contingent right to receive one share of Reynolds Consumer Products Inc. common stock.

Remarks:

Exhibit 24 - Power of Attorney

/s/ David C. Watson, Attorney-in-Fact for Lisa M. Smith (power of attorney filed herewith) ** Signature of Reporting

02/02/2021

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 5 (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

Know all by these presents, that the undersigned hereby constitutes and appoints each of C. David Watson, Dawn Phillips, and Tracy L. Whitman as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or member of the Board of Directors of Reynolds Consumer Products Inc. (the "Company"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 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 foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of December, 2020.

Signature: /s/ Lisa M. Smith Name: Lisa M. Smith