

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>Mayrhofer Chris</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) _____ <p style="text-align: center;"><b>VP, Controller &amp; CAO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2022</u>	
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	02/01/2022		M		1,129	A	\$0.00	1,918	D	
Common Stock	02/01/2022		F		310 <sup>(1)</sup>	D	\$30.27	1,608	D	
Common Stock								13,000	I	By Spouse

**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)	02/01/2022		M			1,129	(3)	(3)	Common Stock	1,129	\$0.00	2,259	D	
Restricted Stock Units	(2)	02/01/2022		A		3,405		(4)	(4)	Common Stock	3,405	\$0.00	3,405	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: 1,129 of the RSUs vested on February 1, 2022, 1,129 of the RSUs vest on February 1, 2023 and 1,130 of the RSUs vest on February 1, 2024.
- 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 Chris Mayrhofer 02/03/2022

\*\* 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.

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.