SEC Form 4

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

# 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

| 1. Name and Address of Reporting Person* <br><br> Bishop Rachel Rothe <br><br> (Last) (First) (Middle) <br><br> C/O REYNOLDS CONSUMER PRODUCTS INC. <br> 1900 W. FIELD COURT <br><br> (Street) <br><br> LAKE FOREST IL 60045 <br><br> (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br><br> Reynolds Consumer Products Inc. [ REYN ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 02/04/2021 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> Director — 10% Owner <br> X — Officer (give title below) — Other (specify below) <br><br> President, Hefty Tableware <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br><br> X Form filed by One Reporting Person <br> Form filed by More than One Reporting Person |
|---|---|---|

## 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 | 02/04/2021 | | M | | 2,641 | A | $0.00 | 2,641 | D | |
| Common Stock | 02/04/2021 | | F | | 913[1] | D | $29.56 | 1,728 | 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 | Amount or Number of Shares | | | | |
| Restricted Stock Units | [2] | 02/04/2021 | | M | | | 2,641 | [3] | [3] | Common Stock | 2,641 | $0.00 | 5,282 | D | |

**Explanation of Responses:**

1. Represents shares withheld by Reynolds Consumer Products Inc. (the "Company") to satisfy tax withholding obligations on the vesting of restricted stock units ("RSUs").

2. Each RSU represents a contingent right to receive one share of the Company's common stock.

3. RSUs vest as follows: 2,641 of the RSUs vested on February 4, 2021; 2,641 of the RSUs vest on February 4, 2022; and 2,641 of the RSUs vest on February 4, 2023.

**Remarks:**

| /s/ C. David Watson, Attorney-in-Fact for Rachel Rothe Bishop | 02/08/2021 |
|---|---|
| ** 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.**