

**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): April 25, 2024 (April 24, 2024)

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:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As further described below in Item 5.07 of this Current Report on Form 8-K, on April 24, 2024, at the Annual Meeting of Stockholders of Reynolds Consumer Products Inc. (the “Company”), the Company’s stockholders approved an amendment (the “Exculpation Amendment”) to the Company’s Amended and Restated Certificate of Incorporation to allow for exculpation of the Company’s officers from liability in specific circumstances. On April 24, 2024, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation that sets forth the Exculpation Amendment (the “Certificate of Amendment”).

A description of the Exculpation Amendment is set forth in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 12, 2024 (the “Proxy Statement”) in the section entitled “Proposal 2 - Approval of an Amendment to our Amended and Restated Certificate of Incorporation to Allow for Exculpation of Officers as Permitted by Delaware Law.” The foregoing description of the Exculpation Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders (the “Annual Meeting”) on April 24, 2024. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders at the Annual Meeting.

Proposal 1. Election of Directors

The Company’s stockholders elected each of the following directors as a Class I director to serve until the Company’s 2027 Annual Meeting. The results of the voting were as follows:

Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
Helen Golding	166,433,427	39,045,421	2,139,349
Allen P. Hugli	180,283,218	25,195,630	2,139,349
Christine Montenegro McGrath	205,146,864	331,984	2,139,349

Proposal 2. Approval of an Amendment to the Company’s Amended and Restated Certificate of Incorporation to Allow for Exculpation of Officers as permitted by Delaware Law

The Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to allow for exculpation of officers as permitted by Delaware law. The results of the voting were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
168,582,098	36,871,594	25,156	2,139,349

Proposal 3. Ratification of Appointment of Independent Registered Public Accounting Firm

The Company’s stockholders approved the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The results of the voting were as follows:

Votes For	Votes Against	Abstentions
207,330,003	277,269	10,925

Proposal 4. Advisory Vote to Approve the Compensation of the Named Executive Officers

The Company’s stockholders approved the advisory vote to approve the compensation of the named executive officers. The results of the voting were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
204,410,195	1,045,518	23,135	2,139,349

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Reynolds Consumer Products Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

Date: April 25, 2024

REYNOLDS CONSUMER PRODUCTS INC.

By: /s/ David Watson

David Watson

General Counsel and Secretary

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
REYNOLDS CONSUMER PRODUCTS INC.

Reynolds Consumer Products Inc. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), DOES HEREBY CERTIFY:

1. This Certificate of Amendment (the "Certificate of Amendment") amends the Amended and Restated Certificate of Incorporation of the Company (the "Amended and Restated Certificate of Incorporation") filed with the Secretary of State of the State of Delaware effective February 4, 2020, and the amendment has been duly adopted the Board of Directors of the Company at a meeting held on January 25, 2024, in accordance with Sections 141 and 242 of the DGCL and by the stockholders of the Corporation in accordance with Section 242 of the DGCL at an annual meeting held on April 24, 2024.

2. Section (A) Limited Liability, of Article 8, Indemnification, of the Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

“(A) Limited Liability. A director or an officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or an officer, to the fullest extent permitted by Delaware Law as the same exists or as may hereafter be amended from time to time.”

3. Except as amended hereby, all other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

*[Remainder of page intentionally left blank;
Signature page follows.]*

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be signed by C. David Watson, its Vice President, General Counsel and Secretary, this 24th day of April, 2024.

/s/ David Watson
C. David Watson
Vice President, General Counsel and
Secretary