
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

PACTIV EVERGREEN INC.*

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

98-1538656
(I.R.S. Employer Identification No.)

1900 W. Field Court
Lake Forest, Illinois
(Address of principal executive offices)

60045
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Common Stock, \$0.001 par value per share

Name of each exchange on which
each class is to be registered
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: 333-248250

Securities to be registered pursuant to Section 12(g) of the Act: None

* The registrant is currently Reynolds Group Holdings Limited, a company incorporated pursuant to the laws of New Zealand. Prior to the closing of this offering, Reynolds Group Holdings Limited will convert into a corporation incorporated in the state of Delaware with the name Pactiv Evergreen Inc.

Item 1. Description of Registrant's Securities to be Registered

The description of the common stock, \$0.001 par value per share, of Pactiv Evergreen Inc., a Delaware corporation, as set forth under the caption "Description of Capital Stock" in the prospectus forming a part of the Registration Statement on Form S-1 (Registration No. 333-248250), originally filed with the Securities and Exchange Commission (the "Commission") on August 24, 2020, as amended, including exhibits, and as may be subsequently amended from time to time (the "Registration Statement"), is hereby incorporated by reference. In addition, all of the above-referenced descriptions included in any prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PACTIV EVERGREEN INC.

Date: September 16, 2020

By: /s/ John McGrath

Name: John McGrath

Title: Principal Executive Officer and Director