

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

Form 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES
EXCHANGE ACT OF 1934**

October 7, 2016

Commission File Number: 333-177693

Reynolds Group Holdings Limited
(Translation of registrant's name into English)

**Reynolds Group Holdings Limited
Level Nine
148 Quay Street
Auckland 1010 New Zealand
(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Reynolds Group Holdings Limited wishes to furnish the information in Exhibit 1 for the benefit of its investors. Unless otherwise indicated by context in this report, the terms the "Company," "we," "us" and "our" refer to Reynolds Group Holdings Limited and its subsidiaries.

Reynolds Group Holdings Limited ("Reynolds Group") has furnished the following information to holders of its debt securities:

Entry into Material Definitive Agreement; Creation of a Direct Financial Obligation

Credit Agreement Amendment

On October 7, 2016, Reynolds Group and certain of its subsidiaries entered into an Incremental Assumption Agreement (the "Assumption Agreement"), related to its senior secured term loan facilities under the agreement that governs its existing senior secured term loan and revolving credit facilities (the "Credit Agreement"), and incurred thereunder an additional US\$1,350 million of U.S. term loans (the "Incremental Term Loans"). Reynolds Group intends to use the net proceeds of the Incremental Term Loans, together with available cash, to redeem any and all outstanding 5.625% Senior Notes due 2016 and 9.875% Senior Notes due 2019, \$500 million aggregate principal amount of outstanding 8.250% Senior Notes due 2021 and \$350 million aggregate principal amount of outstanding 6.875% Senior Secured Notes due 2021 and to pay related fees and expenses.

Index to Exhibits

Exhibit No.	Description
1	Incremental Assumption Agreement, dated as of October 7, 2016, among Reynolds Group Holdings Inc., Reynolds Consumer Products Holdings LLC, Pactiv LLC, Evergreen Packaging Inc., Reynolds Consumer Products LLC, Closure Systems International Inc., Graham Packaging Company Inc., Beverage Packaging Holdings (Luxembourg) III S.à r.l., Closure Systems International Holdings LLC, Closure Systems International B.V., Reynolds Group Holdings Limited, the guarantors party thereto, the lenders from time to time party thereto and Credit Suisse, as administrative agent

[Signature page follows]

SIGNATURES

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

Reynolds Group Holdings Limited

(Registrant)

/s/ Joseph E. Doyle

Joseph E. Doyle

Group Legal Counsel

October 7, 2016