



DIVISION OF  
CORPORATION FINANCE

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

May 8, 2024

Michael King  
Chief Executive Officer  
Pactiv Evergreen Inc.  
1900 W. Field Court  
Lake Forest, Illinois 60045

**Re: Pactiv Evergreen Inc.**  
**Registration Statement on Form S-3**  
**Filed on May 3, 2024**  
**File No. 333-279086**

Dear Michael King:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Sarah Sidwell at 202-551-4733 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Manufacturing

cc: Byron Rooney