

Rock-Tenn CO  
Form 8-K  
May 14, 2009

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

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**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): **May 14, 2009**

**ROCK-TENN COMPANY**

(Exact name of registrant as specified in its charter)

<b>Georgia</b>	<b>1-12613</b>	<b>62-0342590</b>
(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>504 Thrasher Street, Norcross, Georgia</b>	<b>30071</b>	
(Address of Principal Executive Offices)	(Zip Code)	

Registrant's telephone number, including area code: **(770) 448-2193**

**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:

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))

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**Item 8.01 Other Events.**

On May 14, 2009, Rock-Tenn Company issued a press release (the “Press Release”) announcing its intention to offer senior notes in the aggregate principal amount of \$100 million. A copy of the Press Release is attached hereto as Exhibit 99.1 and hereby incorporated herein.

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**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits. The following exhibits are filed herewith:

Exhibit No.	Description
99.1	Press Release (furnished pursuant to Item 8.01)

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**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 hereunto duly authorized.

ROCK-TENN COMPANY

Date: May 14, 2009    By: /s/ Robert B. McIntosh  
Name: Robert B. McIntosh  
Title: Executive Vice President,  
General Counsel and Secretary

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INDEX TO EXHIBITS

**Exhibit Number and Description**

99.1 Press Release (furnished pursuant to Item 8.01)