

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Fahnmann Thomas</u>  (Last) (First) (Middle) 9335 HARRIS CORNERS PKWY SUITE 300  (Street) CHARLOTTE NC 28269  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Magnera Corp [ MAGN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$.01	11/14/2024		M		9,230 <sup>(1)</sup>	A	\$17.2	21,412	D	
Common Stock, Par Value \$.01	11/14/2024		F		2,371 <sup>(2)</sup>	D	\$17.2	19,041	D	
Common Stock, Par Value \$.01	11/14/2024		M		12,308 <sup>(1)</sup>	A	\$17.2	31,349	D	
Common Stock, Par Value \$.01	11/14/2024		F		3,162 <sup>(2)</sup>	D	\$17.2	28,187	D	
Common Stock, Par Value \$.01	11/14/2024		M		27,210 <sup>(1)</sup>	A	\$17.2	55,397	D	
Common Stock, Par Value \$.01	11/14/2024		F		10,802 <sup>(2)</sup>	D	\$17.2	44,595	D	
Common Stock, Par Value \$.01	11/14/2024		A		27,692 <sup>(3)</sup>	A	\$17.2	72,287	D	
Common Stock, Par Value \$.01	11/14/2024		F		11,267 <sup>(2)</sup>	D	\$17.2	61,020	D	
Common Stock, Par Value \$.01	11/14/2024		A		26,094 <sup>(3)</sup>	A	\$17.2	87,114	D	
Common Stock, Par Value \$.01	11/14/2024		F		10,617 <sup>(2)</sup>	D	\$17.2	76,497	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0 <sup>(4)</sup>	11/14/2024		M		9,230 <sup>(5)</sup>		08/24/2024 <sup>(6)</sup>	08/24/2025	Common Stock, Par Value \$.01	9,230	\$0	0	D	
Restricted Stock Units	\$0 <sup>(4)</sup>	11/14/2024		M		12,308 <sup>(5)</sup>		02/24/2024 <sup>(7)</sup>	02/24/2026	Common Stock, Par Value \$.01	12,308	\$0	0	D	
Restricted Stock Units	\$0 <sup>(4)</sup>	11/14/2024		M		27,210 <sup>(5)</sup>		12/31/2024 <sup>(8)</sup>	02/28/2027	Common Stock, Par Value \$.01	27,210	\$0	0	D	

**Explanation of Responses:**

1. Represents shares acquired by the reporting person upon the vesting of outstanding restricted stock units upon his separation of service from the Issuer in connection with the closing of a series of transactions pursuant to which a wholly-owned subsidiary of the Issuer combined with Berry Global Group Inc.'s global nonwovens and hygiene films business in a Reverse Morris Trust transaction (collectively, the

"Transactions").

2. Represents shares being withheld to satisfy tax obligations.

3. Represents shares acquired by the reporting person upon the vesting of outstanding performance stock awards ("PSAs") in connection with the Transactions noted above. Outstanding PSAs held by executive officers of the Issuer that were outstanding immediately prior to the Transactions vested upon the closing of the Transactions, and, as a result, were deemed to be earned and vested at (i) actual performance for completed performance periods, and (ii) target performance through the date of the Transactions for incomplete performance periods.

4. Not applicable to this transaction. RSUs have no value until all restrictions lapse on the final vesting date.

5. The number of securities underlying awards beneficially owned by the reporting person have been adjusted to reflect a 1-for-13 reverse stock split effective on November 4, 2024.

6. Represents the CEO sign-on RSU grant that vested in two equal annual installments beginning on August 24, 2024.

7. Represents the 2023 RSU LTIP grant, which vests one-third 2/24/2024, one-third 2/24/2025 and one-third 2/24/2026.

8. Represents the 2024 RSU LTIP grant, which vests one-third 12/31/2024, one-third 2/28/2026 and one-third 2/28/2027.

/s/ Laura A. Jones, attorney-in-  
fact for Thomas Fahnemann

11/18/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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