

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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
instructions 1(b).

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

| | | | | | | |
|---|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| C, ELDER DAVID (Last) (First) (Middle) | | | Glatfelter Corporation [GLT] | | Director 10% Owner X Officer (give title below) Other (specify below) | |
| 4350 Congress Street Suite 600 (Street) | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/24/2024 | | Vice Pres, Finance and CAO | |
| Charlotte NC 28209 (City) (State) (Zip) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) X 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 | 02/24/2024 | | M | | 8,000 | A | \$0 | 112,056 | D | |
| Common Stock, Par Value \$.01 | 02/24/2024 | | F | | 2,714 ⁽¹⁾ | D | \$2.01 ⁽²⁾ | 104,056 | 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 | 02/24/2024 | | M | | | 8,000 | 02/24/2024 ⁽³⁾ | 02/24/2026 | Common Stock, Par Value \$.01 | 8,000 | \$0 | 8,000 | D | |

Explanation of Responses:

1. These shares are being withheld to satisfy tax obligations.

2. Because the payout occurred on a Saturday, February 24, 2024, the value of the shares was determined using the closing price of the previous business day Friday, February 23, 2024.
3. This RSU grant vesting on 2/24/2024 is the first one-third vesting of the SET RSU 2/24/2023 Grant. The final one-third vests, and all restrictions lapse, on 2/24/2026.

/s/ Jill L. Urey, Attorney-in-fact

** Signature of Reporting Person

02/27/2024

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.