

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)*

Ardagh Metal Packaging S.A.

(Name of Issuer)

Ordinary Shares, with a nominal value of (euro)0.01 per share

(Title of Class of Securities)

L02235106

(CUSIP Number)

11/12/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. L02235106

1	Names of Reporting Persons Ardagh Group S.A.
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)
3	Sec Use Only
4	Citizenship or Place of Organization LUXEMBOURG

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 454,375,314.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 454,375,314.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 454,375,314.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 76.02 %	
12	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person: Item 11: Calculated based on 597,699,586 ordinary shares of Ardagh Metal Packaging S.A. outstanding as of November 13, 2025.

SCHEDULE 13G

CUSIP No.	L02235106
-----------	-----------

1	Names of Reporting Persons ARD Holdings S.A.	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization LUXEMBOURG	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0.00	

10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11	Percent of class represented by amount in row (9) 0 %
12	Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: Item 11: Calculated based on 597,699,586 ordinary shares of Ardagh Metal Packaging S.A. outstanding as of November 13, 2025.

SCHEDULE 13G

CUSIP No.	L02235106
-----------	-----------

1	Names of Reporting Persons Paul Coulson	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization IRELAND	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 125,000.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 125,000.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 125,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 0 %	
12	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: Item 11: Calculated based on 597,699,586 ordinary shares of Ardagh Metal Packaging S.A. outstanding as of November 13, 2025.

SCHEDULE 13G

Item 1.

(a) Name of issuer:

Ardagh Metal Packaging S.A.

(b) Address of issuer's principal executive offices:

56, rue Charles Martel, L-2134 Luxembourg, Luxembourg

Item 2.

(a) Name of person filing:

This Schedule 13G is being filed on behalf of:

Ardagh Group S.A.
ARD Holdings S.A.
Paul Coulson

(b) Address or principal business office or, if none, residence:

56, rue Charles Martel
L-2134 Luxembourg, Luxembourg (with respect to Ardagh Group S.A. and ARD Holdings S.A.)
Kosta, Porto Heli, Argolis 21300, Greece (with respect to Paul Coulson)

(c) Citizenship:

Luxembourg (with respect to Ardagh Group S.A. and ARD Holdings S.A.)
Ireland (with respect to Paul Coulson)

(d) Title of class of securities:

Ordinary Shares, with a nominal value of (euro)0.01 per share

(e) CUSIP No.:

L02235106

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)** ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)** ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)** ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)** ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)** ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)** ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)** ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)** ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)** ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)** ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)** ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

As previously reported on Amendment No. 2 to this Schedule 13G, filed with the Securities and Exchange Commission for the fiscal year ending December 31, 2022, Ardagh Group S.A. ("AGSA") indirectly owns 454,375,314 ordinary shares of Ardagh Metal Packaging S.A., which at that time were held directly by AGSA's wholly-owned direct subsidiary Ardagh Investments Holdings Sarl. ARD Holdings S.A., indirectly through its subsidiaries, previously controlled AGSA and may have been deemed to be the ultimate beneficial owner of the ordinary shares indirectly held by AGSA. Paul Coulson controlled ARD Holdings S.A. AGSA, ARD Holdings S.A. and Paul Coulson are all "Reporting Persons" for purposes of this Amendment No. 3 to Schedule 13G.

The recapitalization transactions effected by AGSA and its affiliates (the "Transactions") are described in more detail in that certain Transaction Support Agreement, dated July 28, 2025 (the "TSA"), by and among AGSA, certain affiliated entities of AGSA, certain holders of indebtedness of such affiliated entities, Ardagh Holdings S.A., Paul Coulson, and an exchange agent, and in related

announcements made by AGSA and certain of its affiliates. The purpose of the Transactions was to effect a comprehensive recapitalization of AGSA and certain of its affiliates. Among other matters, the Transactions involved the transfer of all the issued and outstanding shares of Ardagh Holdings S.A. previously held by affiliates of AGSA, ARD Holdings S.A. and Paul Coulson to the holders of certain indebtedness of AGSA and its affiliates, and the subsequent transfer of all the issued shares of AGSA to Ardagh Holdings S.A. for no consideration as a result of a Luxembourg share pledge appropriation instructed by certain holders of the indebtedness of AGSA and certain of its affiliates. As a result of the Transactions, Ardagh Holdings S.A. became the direct holder of 100% of the equity interests of AGSA and each of ARD Holdings S.A. and Paul Coulson can no longer be deemed to be the indirect beneficial owners of more than 5% of the voting securities of Ardagh Metal Packaging S.A. for purposes of Section 13 of the Securities Exchange Act of 1934 and are each no longer a Reporting Person on this Schedule 13G. ARD Holdings S.A. and Paul Coulson will cease to file amendments to the Schedule 13G as of the date hereof. Ardagh Holdings S.A., as the new ultimate beneficial owner of the ordinary shares of Ardagh Metal Packaging S.A. beneficially owned by AGSA, and AGSA will file a joint Schedule 13D today in respect of their beneficial ownership interest in the ordinary shares of Ardagh Metal Packaging S.A. indirectly held by AGSA.

Ardagh Group S.A.: 454,375,314

ARD Holdings S.A.: 0

Paul Coulson: 125,000

(b) Percent of class:

Calculated based on 597,699,586 ordinary shares of Ardagh Metal Packaging S.A. outstanding as of November 13, 2025.

Ardagh Group S.A.: 76.02%

ARD Holdings S.A.: 0%

Paul Coulson: 0% %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Ardagh Group S.A.: 0

ARD Holdings S.A.: 0

Paul Coulson: 125,000

(ii) Shared power to vote or to direct the vote:

Ardagh Group S.A.: 454,375,314

ARD Holdings S.A.: 0

Paul Coulson: 0

(iii) Sole power to dispose or to direct the disposition of:

Ardagh Group S.A.: 0

ARD Holdings S.A.: 0

Paul Coulson: 125,000

(iv) Shared power to dispose or to direct the disposition of:

Ardagh Group S.A.: 454,375,314

ARD Holdings S.A.: 0

Paul Coulson: 0

Item 5. Ownership of 5 Percent or Less of a Class.

☒ Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Ardagh Group S.A.

Signature: /s/ Mark Porto

Name/Title: Mark Porto / Director

Date: 11/19/2025

Signature: /s/ Herman Troskie

Name/Title: Herman Troskie / Director

Date: 11/19/2025

ARD Holdings S.A.

Signature: /s/ Paul Coulson

Name/Title: Paul Coulson / Director

Date: 11/19/2025

Signature: /s/ Gerald Moloney

Name/Title: Gerald Moloney / Director

Date: 11/19/2025

Paul Coulson

Signature: /s/ Paul Coulson

Name/Title: Paul Coulson

Date: 11/19/2025

Joint Filing Agreement

The undersigned acknowledge and agree that the Schedule 13G with respect to beneficial ownership by the undersigned of ordinary shares, with a nominal value of €0.01 per share, of Ardagh Metal Packaging S.A. filed on or about the date hereof is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, and that all subsequent amendments to such Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. This agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which counterparts taken together shall constitute one and the same instrument.

Date: November 19, 2025

ARDAGH GROUP S.A.

By: /s/ Mark Porto
Name: Mark Porto
Title: Director

By: /s/ Herman Troskie
Name: Herman Troskie
Title: Director

ARD HOLDINGS S.A.

By: /s/ Paul Coulson
Name: Paul Coulson
Title: Director

By: /s/ Gerald Moloney
Name: Gerald Moloney
Title: Director

By: /s/ Paul Coulson
Name: Paul Coulson
