

Flores Kathryn Quadracci
Form 4
January 04, 2019

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Flores Kathryn Quadracci

(Last) (First) (Middle)

(Street)

QUAD/GRAPHICS 53089-3995

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Quad/Graphics, Inc. [QUAD]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 02/28/2017 | | S | | 5,823 | D | \$ 27.43 22,913 |
| Class A Common Stock | 11/17/2017 | | S | | 22,913 | D | \$ 21.644 0 |
| Class A Common | 01/01/2019 | | A | | 9,058 | A | \$ 0 31,235 ⁽¹⁾ ₍₂₎ ₍₃₎ |

As Trustee - HRQ 2014 Trust

As Trustee - HRQ 2014 Trust

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| Class of Stock | Quantity | Code | Description |
|----------------------|------------------|------|-----------------------------|
| Class A Common Stock | 4,067 | I | As Trustee - DQ 2008 Trust |
| Class A Common Stock | 4,067 | I | As Trustee - HVQ 2003 Trust |
| Class A Common Stock | 4,067 | I | As Trustee - MAQ 2001 Trust |
| Class A Common Stock | 0 ⁽⁴⁾ | I | By 401(a) Plan |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (5) | | | | | (5) | (5) | Class A Common Stock | 1,601 |
| Class B Common Stock | (5) | | | | | (5) | (5) | Class A Common Stock | 1,468 |

| | | | | | |
|----------------------------|-----|-----|-----|----------------------------|--------|
| Class B Common Stock | (5) | (5) | (5) | Class A Common Stock | 14,915 |
| Class B Common Stock | (5) | (5) | (5) | Class A Common Stock | 1,468 |
| Class B Common Stock | (5) | (5) | (5) | Class A Common Stock | 1,468 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Flores Kathryn Quadracci | | | X | |
| QUAD/GRAPHICS 53089-3995 | | | | |

Signatures

/s/ Sherilyn R. Whitmoyer, as attorney in fact for Kathryn Quadracci
 Flores

01/03/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Includes 9,058 shares attributable to deferred stock units granted under the Quad/Graphics, Inc. 2010 Omnibus Incentive Plan that will be delivered to the reporting person on the earlier of January 1, 2020 or the reporting person's separation from service. Any dividend or other distribution paid with respect to class A common stock underlying the deferred stock units shall accrue and be converted into additional deferred stock units based on the closing price of class A common stock on any such dividend date.
 - (2) Includes 1,300 additional deferred stock units resulting from the payment of dividends on the Class A Common Stock underlying deferred stock units previously granted.
 - (3) 192,271 shares previously held by the reporting person directly were transferred to a trust in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.
 - (4) This number reflects distributions from the Plan that are exempt transaction exempt from Section 16 reporting.
 - (5) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.