Reznik Maurice S
Form 4
November 06, 2018

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Reznik Maurice S

(Last) (First) (Middle)

8 BALDWIN PLACE

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
KAPSTONE PAPER & PACKAGING CORP [KS]

3. Date of Earliest Transaction (Month/Day/Year)
09/05/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	09/05/2018		G	V	3,829	D	(1)	16,424	D	
Common Stock	11/02/2018		D		13,591	D	(2)	2,833	D	
Common Stock	11/02/2018		D		2,833	D	(3)	0	D	

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

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SEC 1474 (9-02)

number.

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. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 30.97	11/02/2018		D			1,574	(4)	12/10/2024	Common Stock	1,574	
Stock Option (Right to Buy)	$ 31.89	11/02/2018		D			4,216	(6)	03/26/2025	Common Stock	4,216	
Stock Option (Right to Buy)	$ 12.72	11/02/2018		D			9,116	(7)	03/18/2026	Common Stock	9,116	
Stock Option (Right to Buy)	$ 22.195	11/02/2018		D			5,458	03/07/2018	03/07/2027	Common Stock	5,458	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reznik Maurice S 8 BALDWIN PLACE WESTPORT, CT 06880	X			

Signatures

/s/ Timothy W. Schmidt, Attorney-in-Fact — 11/06/2018

**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) Bona fide gift.

(2) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of January 28, 2018 among WRK Co Inc., a Delaware corporation (formerly known as WestRock Company), KapStone Paper and Packaging Corporation, a Delaware corporation ("KapStone" or the "Company"), WestRock Company (formerly known as Whiskey Holdco, Inc.), a Delaware corporation ("Holdco"), Whiskey Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Holdco, and Kola Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Holdco ("Merger Sub"), effective as of the effective time of the merger of Merger Sub with and into the Company (the "Merger"), these shares of Company common stock, par value $0.0001 per share, were converted into the right to receive, at the election of the stockholder, (i) $35.00 in cash, without interest thereon or (ii) 0.4981 shares of Holdco common stock.

(3) Pursuant to the Merger Agreement, these KapStone restricted stock unit awards became fully vested at the effective time of the Merger in accordance with the terms of the Merger Agreement and exchanged for the right to receive a restricted stock unit award of Holdco relating to the number of Holdco shares (rounded to the nearest whole share) determined by multiplying the number of KapStone shares subject to the KapStone restricted stock unit award by the Equity Award Exchange Ratio (as defined in the Merger Agreement).

(4) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on March 12, 2014.

(5) Pursuant to the Merger Agreement, these options to purchase KapStone shares became fully vested at the effective time of the Merger in accordance with the terms of the Merger Agreement and exchanged for the right to receive an option to purchase, generally on the same terms and conditions as were applicable to such KapStone option immediately prior to the effective time of the Merger, a number of Holdco shares (rounded down to the nearest whole share) determined by multiplying the number of KapStone shares subject to the KapStone option by the Equity Award Exchange Ratio (as defined in the Merger Agreement), at an exercise price per share (rounded up to the nearest whole cent) determined by dividing the per-share exercise price of the KapStone option by the Equity Award Exchange Ratio.

(6) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on March 26, 2015.

(7) The options vested 50% on the second anniversary of the grant date and the remaining 50% were scheduled to vest on the third anniversary of the grant date. They were granted on March 18, 2016.

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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