

Quadracci J Joel
Form 4
January 04, 2019

FORM 4

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

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).

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 *
Quadracci J Joel

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O, QUAD/GRAPHICS, INC.

11/20/2017

Chairman, Pres. & CEO

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SUSSEX, WI 53089

(City) (State) (Zip)

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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|-----------------------------------|
| Class A Common Stock | 11/20/2017 | | S | 10,908 | D | \$ 21.7658 | 102,833 | I As Trustee - HRQ 2010 Tr (1) |
| Class A Common Stock | 11/22/2017 | | S | 56,569 | D | \$ 21.8271 | 46,264 | I As Trustee - HRQ 2010 Tr (1) |
| Class A Common | 11/28/2017 | | S | 24,039 | D | \$ 21.8775 | 22,225 | I As Trustee - |

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| | | | | | | | | | |
|----------------------------|------------|--|---|------------------------------|---|---------------|----------------------|---|---|
| Stock | | | | | | | | | HRQ 2010 Tr <u>(1)</u> |
| Class A Common Stock | 11/29/2017 | | S | 22,225 | D | \$ 21.8637 | 0 | I | As Trustee - HRQ 2010 Tr <u>(1)</u> |
| Class A Common Stock | 01/01/2019 | | A | <u>338,165</u> <u>(2)</u> | A | \$ 0 | 1,227,717 <u>(2)</u> | D | |
| Class A Common Stock | | | | | | | 4,085 <u>(3)</u> | 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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SEC 1474
(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. Pr Deri Secu (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | <u>(4)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 233,568 |
| Class B Common Stock | <u>(4)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 2,354 |
| Class B Common Stock | <u>(4)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 2,354 |

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| | | | | | |
|---------------------------------------|------------|-------------|------------|----------------------------|---------|
| Class B Common Stock | <u>(4)</u> | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 5,480 |
| Class B Common Stock | <u>(4)</u> | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 120,009 |
| Class B Common Stock <u>(4)</u> | <u>(4)</u> | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 5,480 |
| Class B Common Stock | <u>(4)</u> | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 2,354 |
| Class B Common Stock | <u>(4)</u> | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 5,480 |
| Class B Common Stock | <u>(4)</u> | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 2,354 |
| Stock Options (Right to Buy) | \$ 15.37 | <u>(13)</u> | 01/31/2019 | Class A Common Stock | 100,000 |
| Stock Options (Right to Buy) | \$ 16.62 | <u>(13)</u> | 01/31/2020 | Class A Common Stock | 150,000 |
| Stock Options (Right to Buy) | \$ 41.26 | <u>(13)</u> | 01/01/2021 | Class A Common Stock | 119,643 |
| Stock Options (Right to Buy) | \$ 13.4708 | <u>(13)</u> | 11/18/2021 | Class A Common Stock | 4,410 |
| Stock Options (Right to Buy) | \$ 13.4708 | <u>(13)</u> | 11/18/2021 | Class A Common Stock | 6,825 |
| | \$ 13.4708 | <u>(13)</u> | 11/18/2021 | | 3,938 |

| | | | | | |
|------------------------------|------------|------|------------|----------------------|--------|
| Stock Options (Right to Buy) | | | | Class A Common Stock | |
| Stock Options (Right to Buy) | \$ 13.4708 | (13) | 11/18/2021 | Class A Common Stock | 9,000 |
| Stock Options (Right to Buy) | \$ 13.4708 | (13) | 11/18/2021 | Class A Common Stock | 5,250 |
| Stock Options (Right to Buy) | \$ 13.4708 | (13) | 11/18/2021 | Class A Common Stock | 4,250 |
| Stock Options (Right to Buy) | \$ 13.4708 | (13) | 11/18/2021 | Class A Common Stock | 3,675 |
| Stock Options (Right to Buy) | \$ 14.14 | (13) | 01/01/2022 | Class A Common Stock | 39,881 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Quadracci J Joel C/O QUAD/GRAPHICS, INC. SUSSEX, WI 53089 | X | | Chairman, Pres. & CEO | |

Signatures

/s/ Sherilyn R. Whitmoyer, attorney-in-fact for J. Joel Quadracci

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) As Trustee for the H. Richard Quadracci 2010 Trust. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (2) Includes 338,165 shares of restricted stock, granted under the Quad/Graphics, Inc. 2010 Omnibus Incentive Plan, that will vest on March 1, 2022.

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- (3) This number reflects distributions from the Plan that were exempt from Section 16 reporting.
- (4) 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.
- (5) As Trustee for the Alexander Q. Harned 2007 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (6) As Trustee for the Elizabeth Quadracci Harned 2003 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (7) As Trustee for the Harry Virgil Quadracci Flores 2002 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (8) As Trustee for the HVQ 1992 Descendants Trust f/b/o J. Joel Quadracci. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (9) As Trustee for the Isabella Marion Flores 1999 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (10) As Trustee for the Kathryn B. Harned 2004 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (11) As Trustee for the Kaitlin Mary Flores 2000 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (12) As Trustee for the William V. Harned 2006 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (13) All options are fully vested and currently exercisable.

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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