

Verso Corp
Form 4
November 23, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AMEN ROBERT M

(Last) (First) (Middle)

**6775 LENOX CENTER COURT,
SUITE 400**

(Street)

MEMPHIS, TN 38115

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Verso Corp [VRS]

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

11/21/2016

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 Ownership (Instr. 4)
			Code	V	Amount (1) (2)	(A) or (D) Price (3)	
Class A Common Stock	11/21/2016		S		2,636 (1) (2)	D 5.353 (3)	6,957 (4) D

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

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information contained in this form are not
required to respond unless the form
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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)

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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)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AMEN ROBERT M
6775 LENOX CENTER COURT, SUITE 400 X
MEMPHIS, TN 38115

Signatures

/s/ Peter H. Kesser, as
Attorney-in-Fact 11/23/2016

__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) The shares sold by the reporting person on November 21, 2016, as reported in this Form 4 (the "Shares") were acquired by the reporting person on July 15, 2016, in partial satisfaction of the obligations of certain subsidiaries of Verso Corporation ("Verso") to the reporting person under their 11.75% Senior Secured Notes due 2019 (the "Notes"), as reported in the Form 4 filed by the reporting person with the Securities and Exchange Commission (the "SEC") on July 19, 2016. Pursuant to the plan of reorganization of Verso and its debtor subsidiaries approved by the United States Bankruptcy Court for the District of Delaware on July 15, 2016, the Notes were cancelled, and the holders of the Notes received in satisfaction thereof their pro rata share of Verso's new Class A Common Stock and warrants.

- (2) (Continued from Footnote 1)The reporting person's acquisition of the Shares, therefore, was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, as an acquisition "in connection with a debt previously contracted" as that phrase is used in Section 16(b).

- (3) The price reported is a weighted average sales price. The Shares were sold in multiple transactions on November 21, 2016, at prices ranging from \$5.31 to \$5.40 per share. The reporting person will provide information regarding the number of Shares sold at each sales price upon request by the SEC, Verso or any of its stockholders.

- (4) Consists of 6,957 Stock Units.

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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