

GAMACHE BRIAN R  
 Form 4  
 November 01, 2018

**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 \*  
 GAMACHE BRIAN R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/30/2018

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

C/O KAPSTONE PAPER AND PACKAGING CORP., 1101 SKOKIE BLVD., STE. 300

(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

NORTHBROOK, IL 60062

(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) | 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                                      |        |   |
| Common Stock                    | 10/30/2018                           |  | M                              |   | 5,948   | A  | \$ 4.68                                    | 55,661 | D |
| Common Stock                    | 10/30/2018                           |  | F(1)                           |   | 796   | D  | \$ 34.99                                   | 54,865 | D |
| Common Stock                    | 10/30/2018                           |  | M                              |   | 7,526   | A  | \$ 7.305                                   | 62,391 | D |
| Common Stock                    | 10/30/2018                           |  | F(1)                           |   | 1,572   | D  | \$ 34.99                                   | 60,819 | D |
|                                 | 10/30/2018                           |  | M                              |   | 6,550   | A  | \$ 8.875                                   | 67,369 | D |

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|              |            |  |                  |       |   |           |        |   |                  |
|--------------|------------|--|------------------|-------|---|-----------|--------|---|------------------|
| Common Stock |            |  |                  |       |   |           |        |   |                  |
| Common Stock | 10/30/2018 |  | F <sup>(1)</sup> | 1,662 | D | \$ 34.985 | 65,707 | D |                  |
| Common Stock | 10/30/2018 |  | M                | 5,508 | A | \$ 13.825 | 71,215 | D |                  |
| Common Stock | 10/30/2018 |  | F <sup>(1)</sup> | 2,177 | D | \$ 34.985 | 69,038 | D |                  |
| Common Stock | 10/30/2018 |  | M                | 4,098 | A | \$ 30.41  | 73,136 | D |                  |
| Common Stock | 10/30/2018 |  | F <sup>(1)</sup> | 3,563 | D | \$ 34.98  | 69,573 | D |                  |
| Common Stock | 10/30/2018 |  | M                | 4,216 | A | \$ 31.89  | 73,789 | D |                  |
| Common Stock | 10/30/2018 |  | F <sup>(1)</sup> | 3,843 | D | \$ 34.99  | 69,946 | D |                  |
| Common Stock | 10/30/2018 |  | M                | 4,558 | A | \$ 12.72  | 74,504 | D |                  |
| Common Stock | 10/30/2018 |  | F <sup>(1)</sup> | 1,657 | D | \$ 34.99  | 72,847 | D |                  |
| Common Stock | 10/30/2018 |  | M                | 5,458 | A | \$ 22.195 | 78,305 | D |                  |
| Common Stock | 10/30/2018 |  | F <sup>(1)</sup> | 3,463 | D | \$ 34.99  | 74,842 | D |                  |
| Common Stock |            |  |                  |       |   |           | 100    | I | By Trust For Son |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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|                             |           |            |      |           | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|-----------|------------|------|-----------|---------------------------|-----------------|--------------|----------------------------|
|                             |           |            | Code | V (A) (D) |                           |                 |              |                            |
| Stock Option (Right to Buy) | \$ 4.68   | 10/30/2018 | M    | 5,948     | <u>(2)</u>                | 05/27/2020      | Common Stock | 5,948                      |
| Stock Option (Right to Buy) | \$ 7.305  | 10/30/2018 | M    | 7,526     | <u>(3)</u>                | 03/03/2021      | Common Stock | 7,526                      |
| Stock Option (Right to Buy) | \$ 8.875  | 10/30/2018 | M    | 6,550     | <u>(4)</u>                | 03/07/2022      | Common Stock | 6,550                      |
| Stock Option (Right to Buy) | \$ 13.825 | 10/30/2018 | M    | 5,508     | <u>(5)</u>                | 03/06/2023      | Common Stock | 5,508                      |
| Stock Option (Right to Buy) | \$ 30.41  | 10/30/2018 | M    | 4,098     | <u>(6)</u>                | 03/12/2024      | Common Stock | 4,098                      |
| Stock Option (Right to Buy) | \$ 31.89  | 10/30/2018 | M    | 4,216     | <u>(7)</u>                | 03/26/2025      | Common Stock | 4,216                      |
| Stock Option (Right to Buy) | \$ 12.72  | 10/30/2018 | M    | 4,558     | <u>(8)</u>                | 03/18/2026      | Common Stock | 4,558                      |
| Stock Option (Right to Buy) | \$ 22.195 | 10/30/2018 | M    | 5,458     | 03/07/2018 <sup>(9)</sup> | 03/07/2027      | Common Stock | 5,458                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GAMACHE BRIAN R<br>C/O KAPSTONE PAPER AND PACKAGING CORP.<br>1101 SKOKIE BLVD., STE. 300<br>NORTHBROOK, IL 60062 | X             |           |         |       |

## Signatures

/s/ Timothy W. Schmidt,  
Attorney-in-Fact

11/01/2018

\_\_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) Represents a "net exercise" of stock options. These shares were withheld for payment of the exercise price and applicable taxes.
- (2) 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 May 27, 2010.
- (3) 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 3, 2011.
- (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 7, 2012.
- (5) 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 6, 2013.
- (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 12, 2014.
- (7) 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.
- (8) The options vested 50% on the second anniversary of the grant date and the remaining 50% will vest on the third anniversary of the grant date. They were granted on March 18, 2016.
- (9) The options vested 100% on the first anniversary of the grant date. They were granted on March 7, 2017.

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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