

WestRock Co
Form 4/A
November 18, 2015

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| LUKE JOHN A JR | | | WestRock Co [WRK] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner |
| 504 THRASHER STREET | | | 07/01/2015 | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NORCROSS, GA 30071 | | | 07/06/2015 | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | <input type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 326,120 ⁽¹⁾ | D | |
| Common Stock | | | | | 2,269 | I | By Spouse |
| Common Stock | | | | | 7,644 | I | By Daughter |
| Common Stock | | | | | 7,064 | I | By Son |
| Common Stock | | | | | 140,680 | I | In Family Trust |
| | | | | | 33,912 | I | |

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|--------------|------------|--|---|------------------------------|---|---------|---------|---|-------------------------|
| Common Stock | | | | | | | | | In Employee Stock Plan |
| Common Stock | | | | | | 105,387 | I | | In Deferred Income Plan |
| Common Stock | | | | | | 11,197 | I | | By Daughter |
| Common Stock | 07/01/2015 | | A | <u>89,756</u> ⁽²⁾ | A | \$ 0 | 415,876 | D | |
| Common Stock | 07/01/2015 | | A | <u>75,002</u> ⁽³⁾ | A | \$ 0 | 490,878 | D | |
| Common Stock | 07/01/2015 | | A | <u>92,584</u> ⁽⁴⁾ | A | \$ 0 | 583,462 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 07/01/2015 | | A | 92,584 | <u>(4)</u> | <u>(4)</u> | Common Stock | 92,584 |
| Restricted Stock Units | \$ 0 | 07/01/2015 | | A | 75,002 | <u>(3)</u> | <u>(3)</u> | Common Stock | 75,002 |
| Restricted Stock Units | \$ 0 | 07/01/2015 | | A | 89,756 | <u>(2)</u> | <u>(2)</u> | Common Stock | 89,756 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUKE JOHN A JR 504 THRASHER STREET NORCROSS, GA 30071 | | X | | |

Signatures

| | |
|---|------------|
| Robert B. McIntosh (attorney-in-fact pursuant to power of attorney previously filed with SEC) | 11/16/2015 |
|---|------------|

__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 grant of 1,035 shares of restricted stock awarded 10/29/2015 vesting January 30, 2015 previously reported as vesting on one year anniversary.
 - (2) On July 1, 2015, the performance criteria was deemed satisfied for an award previously granted on 02/25/2013, and the award converted into an award subject only to the deferred distribution under 409A.
 - (3) On July 1, 2015, the performance criteria was deemed satisfied for an award previously granted on 02/24/2014, and the award converted into an award subject only to the deferred distribution under 409A.
- On July 1, 2015, the performance criteria was deemed satisfied for an award previously granted on 02/23/2015, and the award converted
- (4) into an award subject only to the deferred distribution under 409A. These restricted stock units were originally reported as 92,583 and should be 92,584.

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.