

Quad/Graphics, Inc.
Form 4
January 04, 2017

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 *
Flores Kathryn Quadracci

(Last) (First) (Middle)

QUAD/GRAPHICS, INC., N61
W23044 HARRY'S WAY

(Street)

SUSSEX, WI 53089-3995

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 01/01/2017 | | A | | 4,332 ⁽¹⁾ | A | \$ 0 206,906 ⁽²⁾ D |
| Class A Common Stock | 01/03/2017 | | S ⁽³⁾ | | 5,182 | D | \$ 26.5253 201,724 ⁽⁴⁾ D |
| Class A Common Stock | 01/03/2017 | | S ⁽³⁾ | | 13,800 | D | \$ 26.0321 187,924 ⁽⁵⁾ D |
| Class A Common | 01/03/2017 | | S ⁽³⁾ | | 1,200 | D | \$ 26.8 186,724 ⁽⁶⁾ D |

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Stock

Class A
Common Stock 01/03/2017 S⁽³⁾ 13,900 D \$ 26.034⁽⁵⁾ 172,824 D

Class A
Common Stock 01/03/2017 S⁽³⁾ 1,100 D \$ 26.8245⁽⁷⁾ 171,724 D

Class A
Common Stock 01/04/2017 S⁽³⁾ 17,000 D \$ 25.508⁽⁸⁾ 154,724 D

Class A
Common Stock 01/04/2017 S⁽³⁾ 17,000 D \$ 25.5081⁽⁹⁾ 137,724 D

Class A
Common Stock 1,736 I By 401(a) Plan

Class A
Common Stock 5,823 I As trustee - HRQ 2014 Trust

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. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | <u>(10)</u> | | | | | <u>(10)</u> | <u>(10)</u> | Class A Common Stock | 37,828 |

| | | | | | |
|-------------------------|------|------|------|-------------------------|---------|
| Class B Common Stock | (10) | (10) | (10) | Class A Common Stock | 225,083 |
|-------------------------|------|------|------|-------------------------|---------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Flores Kathryn Quadracci QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089-3995 | | X | | |

Signatures

/s/ Jennifer J. Kent, Attorney-in-Fact for Kathryn Quadracci
Flores

01/04/2017

__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 4,332 shares attributable to deferred stock units granted under the Quad/Graphics, Inc. 2010 Omnibus Incentive Plan that will be delivered to the reporting person on the earlier of January 1, 2019 or the reporting person's separation from service. Any dividend or other distribution paid with respect to class A common stock underlying the deferred stock units shall accrue and be converted into additional deferred stock units based on the closing price of class A common stock on any such dividend date.

(2) Includes 255 additional deferred stock units resulting from the payment of dividends on the Class A Common Stock underlying deferred stock units previously granted.

(3) These shares were previously received in the finalization of the estate of Elizabeth E. Quadracci, a co-founder and former director of the Company who died in 2013. As a result of the estate tax finalization, the beneficiaries of the estate received additional shares of class A common stock and class B common stock of the Company and, in light of their already extensive holdings, the beneficiaries have sold, or intend to sell, some of the class A shares received from the estate for diversification purposes. These planned sales will not have a material impact on the Quadracci family's ownership or control of the Company.

(4) The price in Column 4 is a weighted average price. The prices actually received ranged from \$26.29 to \$26.93. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(5) The price in Column 4 is a weighted average price. The prices actually received ranged from \$25.65 to \$26.64. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(6) The price in Column 4 is a weighted average price. The prices actually received ranged from \$26.67 to \$26.93. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(7) The price in Column 4 is a weighted average price. The prices actually received ranged from \$26.71 to \$26.93. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(8) The price in Column 4 is a weighted average price. The prices actually received ranged from \$25.29 to \$25.97. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(9) The price in Column 4 is a weighted average price. The prices actually received ranged from \$25.285 to \$25.97. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the

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number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(10) 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.

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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