Quad/Graphics, Inc. Form 4 May 17, 2016

# FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Fowler John C	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	Quad/Graphics, Inc. [QUAD] 3. Date of Earliest Transaction	(Check all applicable)			
C/O QUAD/GRAPHICS, INC., N61 W23044 HARRY'S WAY	(Month/Day/Year) 05/13/2016	Director 10% Owner Selection of the control of			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SUSSEX, WI 53089		Form filed by More than One Reporting			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)		ed of	(D)	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)
Class A Common Stock	05/13/2016		S <u>(1)</u>	1,100	D	\$ 18.0027 (2)	9,291	I	By Spouse
Class A Common Stock							187,233	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y	. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)  Amount or	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares	
Stock Options (Right to Buy)	\$ 13.4708					05/14/2012	11/18/2021	Class A Common Stock	7,350	
Stock Options (Right to Buy)	\$ 19.12					05/14/2012	11/18/2021	Class A Common Stock	6,500	
Stock Options (Right to Buy)	\$ 13.4708					05/14/2012	11/18/2021	Class A Common Stock	17,500	
Stock Options (Right to Buy)	\$ 13.4708					05/14/2012	11/18/2021	Class A Common Stock	10,000	
Stock Options (Right to Buy)	\$ 23.37					<u>(3)</u>	01/31/2017	Class A Common Stock	318,000	
Stock Options (Right to Buy)	\$ 29.37					<u>(4)</u>	01/31/2019	Class A Common Stock	30,000	
Stock Options (Right to Buy)	\$ 15.37					<u>(5)</u>	01/31/2020	Class A Common Stock	30,000	
Stock Options (Right to Buy)	\$ 16.62					<u>(6)</u>	01/31/2020	Class A Common Stock	45,000	

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Stock Options (Right to Buy)	\$ 41.26	<u>(7)</u>	01/01/2021	Class A Common Stock	34,218
Stock Options (Right to Buy)	\$ 14.14	(8)	01/01/2022	Class A Common Stock	34,218
Class B Common Stock	<u>(9)</u>	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	111,660

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fowler John C C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089

Vice Chairman & EVP

## **Signatures**

/s/ Jennifer J. Kent, Attorney-In-Fact for John C. Fowler

05/17/2016

\*\*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 reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 24, 2016.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$18.00 to \$18.02. 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 an average weighted price.
- (3) Became exercisable as to 263,940 shares on May 14, 2012, and the remaining shares became exercisable on November 18, 2012.
- (4) Became exercisable in two equal annual installments beginning on November 18, 2012.
- (5) Became exercisable in three equal annual installments beginning on November 18, 2012.
- Became exercisable as to 14,850 shares on May 14, 2012, and became exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (7) Became exercisable in three equal annual installments beginning on January 1, 2013.
- (8) Became exercisable in three equal annual installments beginning on January 1, 2014.
- (9) 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.
- (10) As Trustee for the HRQ 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.

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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.