Buth Douglas P Form 4 January 03, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

(Print or Type Responses)

1(b).

1. Name and Ad Buth Douglas	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) C/O QUAD/GRAPHICS, INC., N61 W23044 HARRY'S WAY		(Middle)	Quad/Graphics, Inc. [QUAD] 3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year) 01/01/2018	XDirector10% OwnerOfficer (give title below) Other (specify below)			
	(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 Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

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1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securit	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Date, if TransactionAcquired (A) or Code Disposed of (D)		nAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8))	(Instr. 3,			Owned	Indirect (I)	Ownership
		•						Following	(Instr. 4)	(Instr. 4)
								Reported		
						(A)		Transaction(s)		
			G 1 1			or	ъ.	(Instr. 3 and 4)		
			Code \	V	Amount	(D)	Price			
Class A					4,920					
Common	01/01/2018		A		(1)	A	\$ 0	57,592 (2)	D	
Stock					(1)					
Dioon										

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

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities	8. Prio Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 29.37					05/14/2012	01/31/2018	Class A Common Stock	2,500	
Stock Options (Right to Buy)	\$ 15.37					05/14/2012	01/31/2019	Class A Common Stock	2,500	
Stock Options (Right to Buy)	\$ 16.62					<u>(3)</u>	01/31/2020	Class A Common Stock	7,500	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Buth Douglas P C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089	X						

Signatures

/s/ Jennifer J. Kent, Attorney-In-Fact for Douglas P. 01/03/2018 Buth

> **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 4,920 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, 2020 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

Reporting Owners 2

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deferred stock units based on the closing price of class A common stock on any such dividend date.

- (2) Includes 1,349 additional deferred stock units resulting from the payment of dividends on the class A common stock underlying deferred stock units previously granted.
- (3) Became exercisable as to 5,025 shares on May 14, 2012, and 2,475 shares on November 18, 2012.

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.