

Chapman John
 Form 4
 November 06, 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 *
 Chapman John

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)
 11/02/2018

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

62 LASALLE ROAD

(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

WEST HARTFORD, CT 06107

(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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	11/02/2018		D	397,657 D 1 2,833		D	
Common Stock	11/02/2018		D	200 D 1 0		I	Minor child
Common Stock	11/02/2018		D	2,833 D 2 0		D	

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

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number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.85	11/02/2018		D	45,662	<u>(3)</u>	05/13/2019	Common Stock	45,662
Stock Option (Right to Buy)	\$ 4.68	11/02/2018		D	11,896	<u>(4)</u>	05/27/2020	Common Stock	11,896
Stock Option (Right to Buy)	\$ 7.305	11/02/2018		D	7,526	<u>(5)</u>	03/03/2021	Common Stock	7,526
Stock Option (Right to Buy)	\$ 8.875	11/02/2018		D	6,550	<u>(6)</u>	03/07/2022	Common Stock	6,550
Stock Option (Right to Buy)	\$ 13.825	11/02/2018		D	5,508	<u>(7)</u>	03/06/2023	Common Stock	5,508
Stock Option (Right to Buy)	\$ 30.41	11/02/2018		D	4,098	<u>(8)</u>	03/12/2024	Common Stock	4,098
Stock Option (Right to Buy)	\$ 31.89	11/02/2018		D	4,216	<u>(9)</u>	03/26/2025	Common Stock	4,216
Stock Option (Right to Buy)	\$ 12.72	11/02/2018		D	9,116	<u>(10)</u>	03/18/2026	Common Stock	9,116

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Pursuant to the Merger Agreement, these options to purchase KapStone shares became fully vested at the effective time of the Merger in accordance with the terms of the Merger Agreement and exchanged for the right to receive an option to purchase, generally on the same terms and conditions as were applicable to such KapStone option immediately prior to the effective time of the Merger, a number of

- (11) Holdco shares (rounded down to the nearest whole share) determined by multiplying the number of KapStone shares subject to the KapStone option by Equity Award Exchange Ratio (as defined in the Merger Agreement), at an exercise price per share (rounded up to the nearest whole cent) determined by dividing the per-share exercise price of the KapStone option by the Equity Award Exchange Ratio.

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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