

Quad/Graphics, Inc.  
Form 3  
May 29, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |  |
| Â Ott Nancy                                      |         | (Month/Day/Year)                     | Quad/Graphics, Inc. [QUAD]   |  |
| (Last)   | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|  |         | 05/19/2014                           |  |  |
| C/O QUAD/GRAPHICS, INC.,Â N61 W23044 HARRY'S WAY |         |                                      | (Check all applicable)   |  |
| (Street)   |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|  |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|  |         |                                      | (give title below) (specify below)                                     |  |
|  |         |                                      | Vice President-Human Resources   |  |
| SUSSEX,Â WIÂ 53089                               |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
| (City)   | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock            | 20,508  | D  | Â   |
| Class A Common Stock            | 2,768   | I  | By 401(a) Plan  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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|                              | Date Exercisable | Expiration Date | (Instr. 4)<br>Title     | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) |   |
|------------------------------|------------------|-----------------|-------------------------|----------------------------|------------------------------|---|---|
| Stock Options (Right to Buy) | Â <u>(1)</u>     | 11/18/2021      | Class A<br>Common Stock | 1,750                      | \$ 13.4708                   | D   | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u>     | 11/18/2021      | Class A<br>Common Stock | 613                        | \$ 13.4708                   | D   | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u>     | 11/18/2021      | Class A<br>Common Stock | 1,576                      | \$ 13.4708                   | D   | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u>     | 11/18/2021      | Class A<br>Common Stock | 2,500                      | \$ 13.4708                   | D   | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u>     | 11/18/2021      | Class A<br>Common Stock | 1,405                      | \$ 13.4708                   | D   | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u>     | 01/31/2017      | Class A<br>Common Stock | 5,000                      | \$ 23.37                     | D   | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u>     | 01/31/2018      | Class A<br>Common Stock | 2,500                      | \$ 29.37                     | D   | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u>     | 01/31/2019      | Class A<br>Common Stock | 2,500                      | \$ 15.37                     | D   | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u>     | 01/31/2020      | Class A<br>Common Stock | 5,000                      | \$ 16.62                     | D   | Â |
| Stock Options (Right to Buy) | Â <u>(2)</u>     | 01/01/2021      | Class A<br>Common Stock | 2,392                      | \$ 41.26                     | D   | Â |
| Stock Options (Right to Buy) | Â <u>(3)</u>     | 01/01/2022      | Class A<br>Common Stock | 2,392                      | \$ 14.14                     | D   | Â |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Â

Â

Â

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

^ Vice  
President-Human  
Resources

## Signatures

/s/ Jennifer Kent, Attorney-In-Fact for  
Nancy Ott

05/29/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Portions of these stock options have already vested and become exercisable and the remainder vest and become exercisable on November 18, 2014.
  - (2) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.
  - (3) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.

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.