

Quad/Graphics, Inc.
Form 4
December 01, 2016

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)
11/29/2016

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	11/29/2016		W ⁽¹⁾	V	198,353	A	\$ 0
							226,643 ⁽²⁾
Class A Common Stock	11/30/2016		S ⁽¹⁾		7,324	D	\$ 28.2575 ⁽³⁾
							219,319
Class A Common Stock	11/30/2016		S ⁽¹⁾		17,000	D	\$ 28.2906 ⁽⁴⁾
							202,319
Class A Common							1,804 ⁽⁵⁾
						I	By 401(a)

Stock							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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	(6)	08/25/2016		G	V 20,622	(6) (6)	Class A Common Stock 20,622
Class B Common Stock	(6)	08/26/2016		G	V 1,752	(6) (6)	Class A Common Stock 1,752
Class B Common Stock	(6)	08/25/2016		G	V 8,242	(6) (6)	Class A Common Stock 8,242
Class B Common Stock	(6)	11/29/2016		W ⁽¹⁾	V 2,082	(6) (6)	Class A Common Stock 2,082

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			X	

Flores Kathryn Quadracci
QUAD/GRAPHICS, INC.
N61 W23044 HARRY'S WAY
SUSSEX, WI 53089-3995

Signatures

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

12/01/2016

__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 transaction represents the settlement of an estate of which the reporting person is a beneficiary and is being done for diversification purposes.
- (2) Includes 1,036 additional deferred stock units resulting from the payment of dividends on the Class A Common Stock underlying deferred stock units previously granted.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$28.25 to \$28.43. 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.
- (3)

The price in Column 4 is a weighted average price. The prices actually received ranged from \$28.13 to \$28.48. 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.
- (4) This number reflects distributions from the Plan that are exempt from reporting.
- (5) 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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