

St. John Adam
Form 4
April 01, 2019

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 *
St. John Adam

2. Issuer Name and Ticker or Trading Symbol
Verso Corp [VRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8540 GANDER CREEK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2019

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

SVP - Manufacturing

(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

MIAMISBURG, OH 45342

(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 | |
| Class A Common Stock | 03/28/2019 | | A | | 11,876 $\frac{A}{(1)}$ | \$ 0 | 74,864 (2) | D |
| Class A Common Stock | 03/28/2019 | | A | | 3,235 $\frac{A}{(3)}$ | \$ 0 | 20,087 (4) | I By Spouse |

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

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SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| St. John Adam 8540 GANDER CREEK DRIVE MIAMISBURG, OH 45342 | | | SVP - Manufacturing | |

Signatures

/s/ St. John Daugherty, as Attorney-in-Fact 04/01/2019

**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) Consists of 11,876 Stock Units. Each Stock Unit represents the right, subject to vesting, to receive one share of Class A Common Stock. The Stock Units will vest as follows: (i) 33% on January 1, 2020; (ii) 33% on January 1, 2021; and (iii) 34% on January 1, 2022. The reported Stock Units do not include 11,877 Stock Units that will vest on or about January 1, 2022, if certain performance objectives established by the issuer have been met.
 - (2) Consists of: (i) the 11,876 Stock Units described in footnote (1); (ii) 3,393 shares of Class A Common Stock; (iii) 2,403 Stock Units that will vest on July 28, 2019; (iv) 42,373 Stock Units vesting in two substantially equal installments beginning on January 1, 2020; and (v) 14,819 Stock Units vesting in two substantially equal installments beginning on January 1, 2021.
 - (3) Consists of 3,235 Stock Units held by Mr. St. John's spouse. Each Stock Unit represents the right, subject to vesting, to receive one share of Class A Common Stock. The Stock Units will vest as follows: (i) 33% on January 1, 2020; (ii) 33% on January 1, 2021; and (iii) 34% on January 1, 2022. The reported Stock Units do not include 3,235 Stock Units that will vest on or about January 1, 2022, if certain performance objectives established by the issuer have been met.
 - (4) Consists of: (i) the 3,235 Stock Units described in footnote (3); (ii) 1,094 shares of Class A Common Stock; (iii) 775 Stock Units that will vest on July 28, 2019; (iv) 11,101 Stock Units vesting in two substantially equal installments beginning on January 1, 2020; and (v) 3,882 Stock Units vesting in two substantially equal installments beginning on January 1, 2021.

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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