SEC Form 4

**FORM 4**

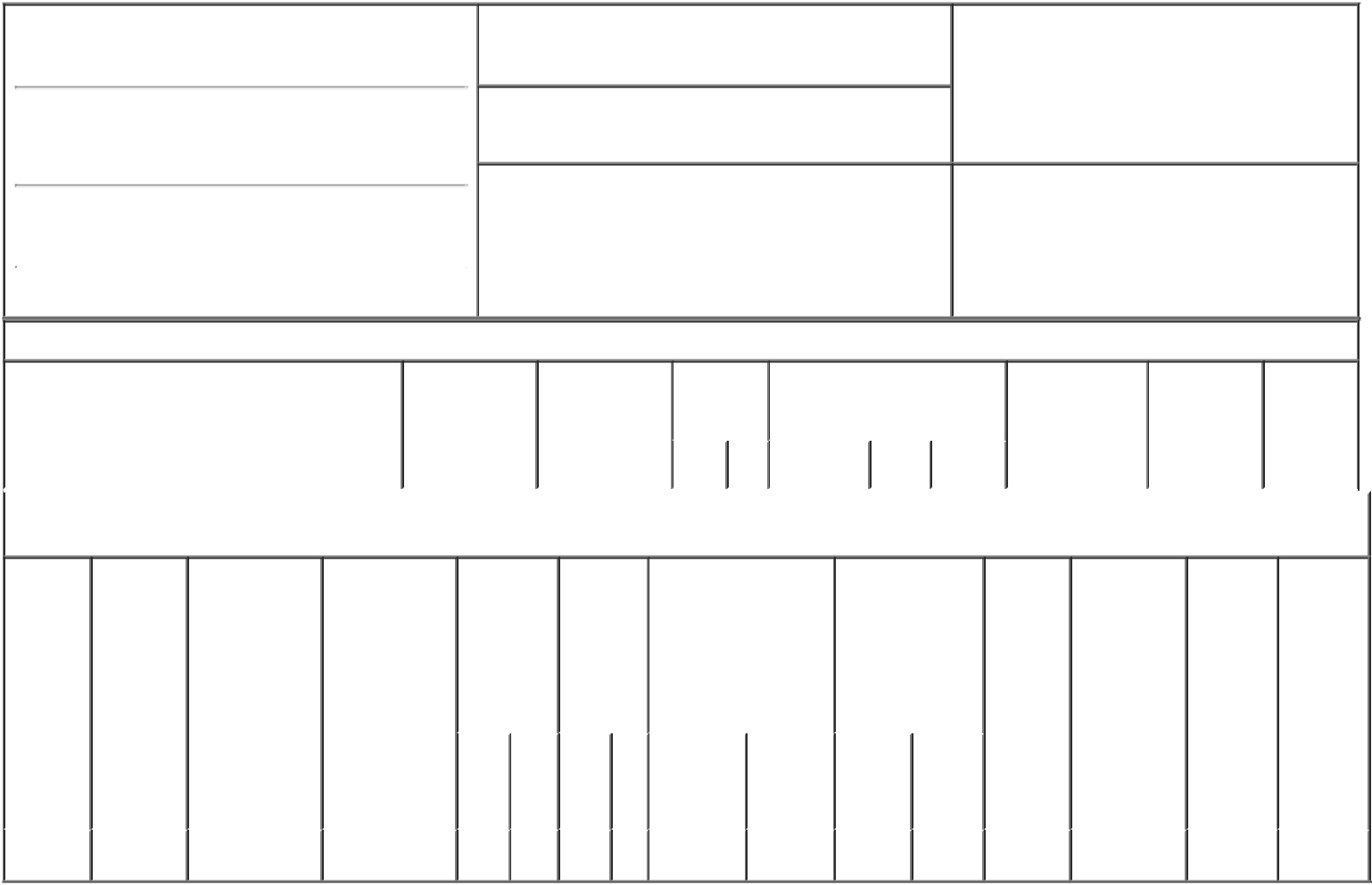
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[Ward Charles](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001327848)

(Last) (First) (Middle)

6600 GOVERNORS LAKE PARKWAY

2. Issuer Name **and** Ticker or Trading Symbol

[Veritiv Corp](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001599489) [ VRTV ]

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

12/31/2014

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director 10% Owner

Officer (give title Other (specify

below) below)

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | NORCROSS | GA | 30071 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable

Line)

X 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** | **2A. Deemed** | **3.** | **4. Securities Acquired (A) or** | | | **5. Amount of** | **6. Ownership** | **7. Nature** |  |  |  |
|  |  | **Date** | **Execution Date,** | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | | | **Securities** | **Form: Direct** | **of Indirect** |  |  |  |
|  |  | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **5)** |  |  | **Beneficially** | **(D) or Indirect** | **Beneficial** |  |  |  |
|  |  |  | **(Month/Day/Year)** | **8)** |  |  |  | **Owned Following** | **(I) (Instr. 4)** | **Ownership** |  |  |  |
|  |  |  |  |  |  |  |  | **Reported** |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | **Transaction(s)** |  |  |  |  |  |
|  |  |  |  | **(D)** | **(Instr. 3 and 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number** | | **6. Date Exercisable and** | | **7. Title and** |  | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** |  | **Expiration Date** | | **Amount of** |  | **Derivative** | **derivative** | **Ownership** | **of Indirect** |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | | **(Month/Day/Year)** | | **Securities** |  | **Security** | **Securities** | **Form:** | **Beneficial** |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** | |  |  | **Underlying** |  | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |
|  | **Derivative** |  |  |  | **Acquired** | |  |  | **Derivative Security** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |
|  | **Security** |  |  |  | **(A) or** |  |  |  | **(Instr. 3 and 4)** | |  | **Following** | **(I) (Instr. 4)** |  |
|  |  |  |  |  | **Disposed** | |  |  |  |  |  | **Reported** |  |  |
|  |  |  |  |  | **of (D)** |  |  |  |  |  |  | **Transaction(s)** |  |  |
|  |  |  |  |  | **(Instr. 3, 4** | |  |  |  |  |  | **(Instr. 4)** |  |  |
|  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |
|  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |
|  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Deferred | (1) | 12/31/2014 |  | A | 2,008 |  | (2) | (2) | Common | 2,008 | $0.00 | 2,008 | D |  |
| Share Unit |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |

**Explanation of Responses:**

1. Each deferred share unit is the economic equivalent of one share of Veritiv Corporation common stock.
2. The deferred share units are fully vested and non-forfeitable as of the grant date and shall be payable in cash, generally within 30 days after the reporting person's termination of service as a Veritiv Corporation director.

**Remarks:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ Mark W. Hianik, Attorney- | |  | 01/05/2015 |  |  |
|  |  |  |  |  |
| in-Fact for Charles G. Ward, III | |  |
|  |  |
| \*\* Signature of Reporting Person | | Date | | |  |

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

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**