SEC Form 4

**FORM 4**

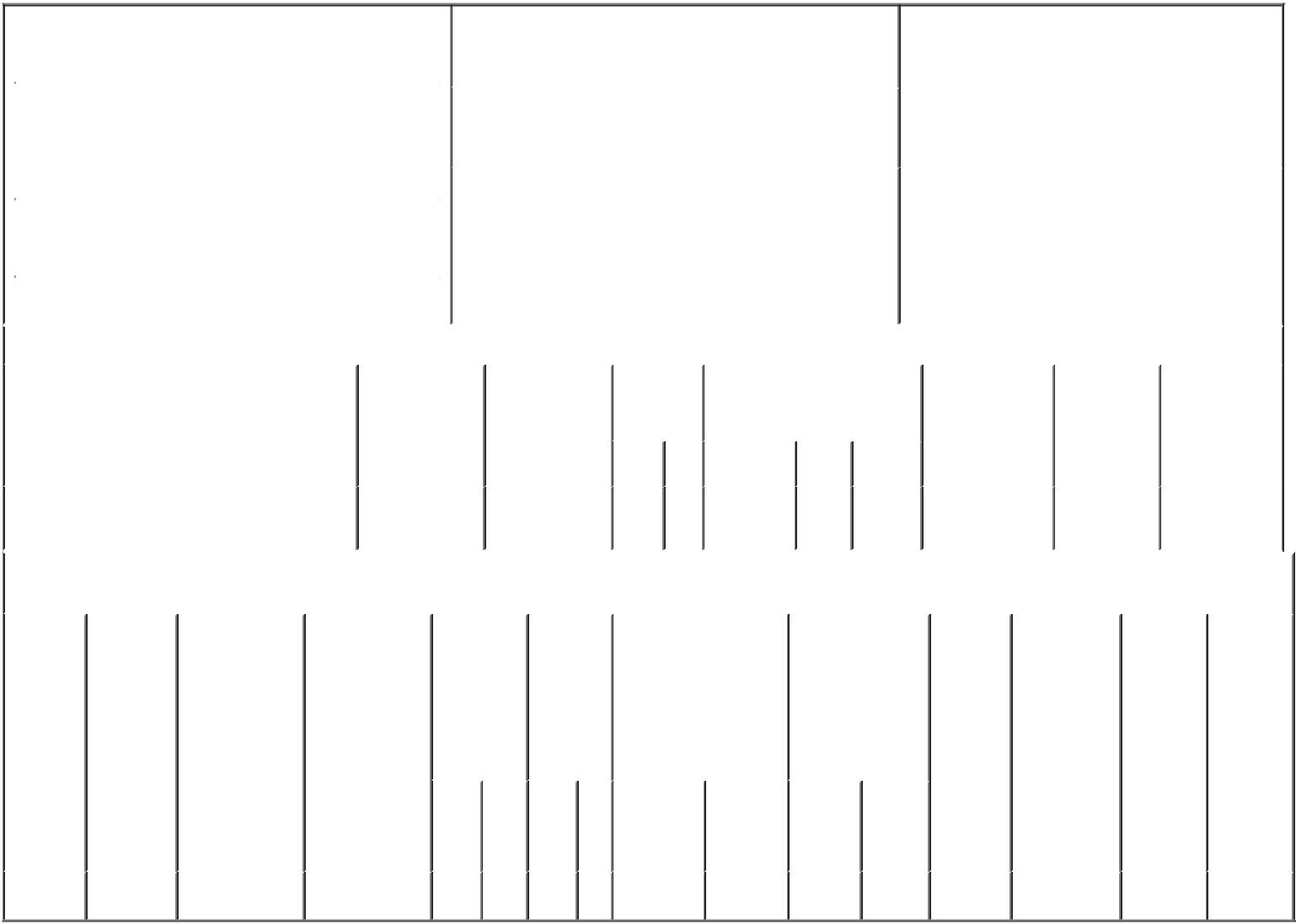
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | |  |
|  |  | [Meisel Seth](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001484580) | | |  |  |  |  |  |  | [Veritiv Corp](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001599489) [ VRTV ] | | | | |  |  |  |  | (Check all applicable) | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | |  |  |  |  |  |  |
|  |  | (Last) |  |  | (First) | | (Middle) |  |  |  |  |  |  |  |  | below) |  |  | below) |  |  |  |  |  |
|  |  | JOHN HANCOCK TOWER | | | | |  | 12/31/2014 | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 200 CLARENDON STREET | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |  |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | |  |  |  |  |  |
|  |  | BOSTON | | | MA | | 02116 |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |  |
|  |  | (City) |  |  | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  | **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 of** | | | | |  |
|  |  |  |  |  |  |  | **Date** |  |  |  |  | **Execution Date,** | | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | | | | |  | **Securities** | **Form: Direct** | | **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)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Common Stock, par value $0.01 per share | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  | 7,840,000 | | | I | See |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | Footnotes(1)(2) | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **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 | | (3) | |  | 12/31/2014 |  |  | A | | |  | 2,008 |  | (4) | (4) | Common |  | 2,008 | | $0.00 | | 2,008 |  | D |  |  |  |  |  |
|  | Share Unit | |  |  |  |  |  | Stock |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Represents shares of common stock of Veritiv Corporation (the "Issuer") held by UWW Holdings, LLC ("UWWH") s stock on the NYSE on July 1, 2014 issued in exchange for such shares was $37.60 per share. Voting and dispositive power with respect to the common stock is exercised through a three-member board of managers of UWWH acting by majority vote. Bain Capital Fund VII, L.P. ("Fund VII") and Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment VII") have the right to appoint two of the three members of the board of managers of UWWH. Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners VII, L.P. ("BCP VII"), which is the general partner of each of Fund VII and Coinvestment VII.
2. Mr. Meisel is a member of the board of managers of UWWH and is a managing director of BCI. By virtue of the relationships described in this footnote and in footnote (1), Mr. Meisel may be deemed to share voting and dispositive power with respect to the shares of the Issuer held by UWWH. Mr. Meisel disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
3. Each deferred share unit is the economic equivalent of one share of Veritiv Corporation common stock.
4. 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/ Seth Meisel |  | 01/05/2015 | |
|  |  |  |  |
| \*\* 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.**