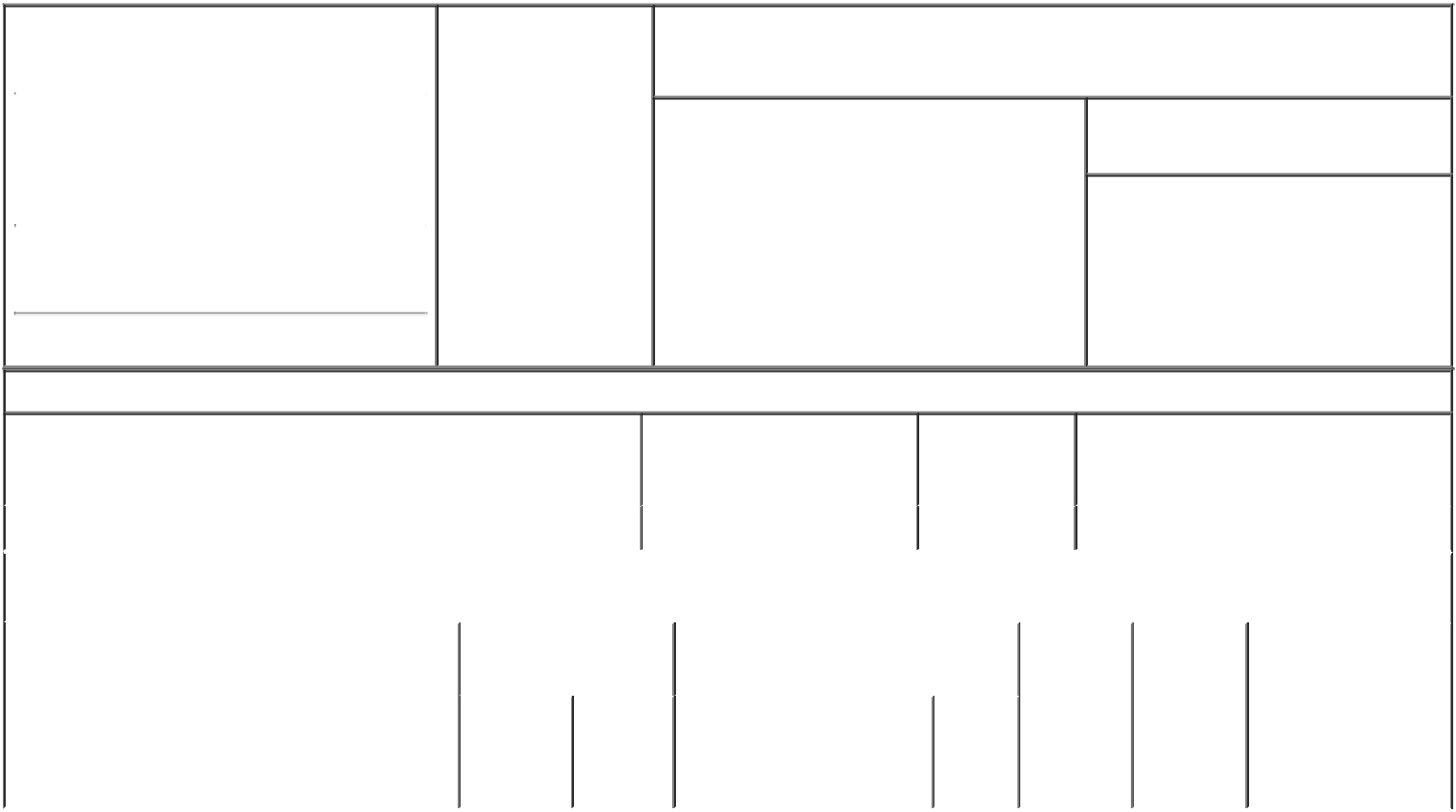
|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| SEC Form 3 |  |  |  |  |  |  |
| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  | OMB APPROVAL | | |  |
|  |  |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** |  |  |  |  |  |
|  |  | OMB Number: | 3235-0104 |  |  |
|  |  |  |  |  |
|  | **SECURITIES** |  | Estimated average burden | | |  |
|  |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\* | | | | 2. Date of Event |  |
|  |  | [Pearson Tracy L](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001688122) | | Requiring Statement |  |
|  |  | (Month/Day/Year) |  |
|  |  |  |  | 10/17/2016 |  |

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

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

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 1000 ABERNATHY ROAD NE | | |
|  | BUILDING 400, SUITE 1700 | |  |
|  |  |  |  |
| (Street) | |  |  |
|  | ATLANTA | GA | 30328-3091 |

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

|  |  |  |  |
| --- | --- | --- | --- |
|  | Director | 10% Owner |  |
| X | Officer (give title | Other (specify |  |
| below) | below) |  |
|  |  |

SVP, PACKAGING

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

* Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City) (State) (Zip)

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

|  |  |  |  |
| --- | --- | --- | --- |
| **1. Title of Security (Instr. 4)** | **2. Amount of Securities** | **3. Ownership** | **4. Nature of Indirect Beneficial Ownership** |
|  | **Beneficially Owned (Instr. 4)** | **Form: Direct (D)** | **(Instr. 5)** |
|  |  | **or Indirect (I)** |  |
|  |  | **(Instr. 5)** |  |
|  |  |  |  |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Common Stock |  |  |  | 180 | D |  |  |  |  |  |  |  |  |  |
|  |  |  |  | | | |  |  |  |  |  |  |  |  |  |
|  |  |  | **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** | | **3. Title and Amount of Securities** | | **4.** |  | **5.** | |  | **6. Nature of Indirect** | | |  |
|  |  |  | **Expiration Date** | | **Underlying Derivative Security (Instr. 4)** | | **Conversion** | | **Ownership** | | | **Beneficial Ownership** | | |  |
|  |  |  | **(Month/Day/Year)** | |  |  | **or Exercise** | | **Form:** | | | **(Instr. 5)** | | |  |
|  |  |  |  |  |  |  | **Price of** | | **Direct (D)** | | |  |  |  |  |
|  |  |  |  |  |  | **Amount** |  |  |  |  |
|  |  |  |  |  |  | **Derivative** | | **or Indirect** | | |  |  |  |  |
|  |  |  |  |  |  | **or** | **Security** | | **(I) (Instr. 5)** | | |  |  |  |  |
|  |  |  |  |  |  | **Number** |  |  |  |  |  |  |  |  |  |
|  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |  |  |  |  |
|  |  |  | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Explanation of Responses:** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Remarks:** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | /s/ Mark W. Hianik, Attorney- | | | | 10/21/2016 | | | | |  |
|  |  |  |  |  |  |  | |  | |  |
|  |  |  |  |  |  | in-Fact for Tracy L. Pearson | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | \*\* 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 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). 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.**