**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549



**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**



**Date of Report (Date of earliest event reported): February 12, 2020**



**VERITIV CORPORATION**

(Exact name of registrant as specified in its charter)



**Delaware**

**(State or other jurisdiction of incorporation)**

|  |  |
| --- | --- |
| **001-36479** | **46-3234977** |
| **(Commission File Number)** | **(IRS Employer Identification No.)** |
| **1000 Abernathy Road NE** |  |
| **Building 400, Suite 1700** |  |
| **Atlanta, GA** | **30328** |
| **(Address of principal executive** | **(Zip Code)** |
| **offices)** |  |

**Registrant’s telephone number, including area code: (770) 391-8200**



(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

* Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
* Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
* Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d2(b))
* Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

|  |  |  |
| --- | --- | --- |
| **Title of each class** | **Trading Symbol(s)** | **Name of each exchange on which registered** |
|  |  |  |
| **Common stock, $0.01 par value** | **VRTV** | **New York Stock Exchange** |
|  |  |  |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐





**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Veritiv Corporation (the “Company”) filed a Current Report on Form 8-K with the Securities and Exchange Commission on February 18, 2020 disclosing that Stephen E. Macadam was appointed to the Board of Directors of the Company (the “Board”). This amendment is being filed to report that, on February 19, 2020, the Board determined that Mr. Macadam is an independent director under applicable NYSE listing rules and appointed him to the Audit and Finance Committee and the Compensation and Leadership Development Committee of the Board.



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

|  |  |
| --- | --- |
|  | **VERITIV CORPORATION** |
| Date: February 20, 2020 | /s/ Mark W. Hianik |
|  | Mark W. Hianik |
|  | Senior Vice President, General Counsel & Corporate Secretary |
|  |  |