

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 8-K

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 24, 2020 (February 19, 2020)



VERITIV CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-36479
(Commission File Number)

46-3234977
(IRS Employer Identification No.)

1000 Abernathy Road NE
Building 400, Suite 1700
Atlanta, GA
(Address of principal executive
offices)

30328
(Zip Code)

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.

On February 19, 2020, the Board of Directors (the “Board”) of Veritiv Corporation (the “Company”) appointed Shantella E. Cooper as a member of the Board. A copy of the press release announcing the appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The Board determined that Ms. Cooper is an independent director under applicable NYSE listing rules and appointed her to the Compensation and Leadership Development Committee and the Nominating and Governance Committee of the Board.

There are no arrangements or understandings between Ms. Cooper and any other persons pursuant to which she was selected as a director. Additionally, there are no transactions involving the Company and Ms. Cooper that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

Ms. Cooper will be entitled to receive compensation for her service as a director in accordance with the Company’s standard compensation arrangements for non-employee directors, as adjusted by the Board from time to time. In addition, Ms. Cooper and the Company will enter into an indemnification agreement substantially in the form entered into with the current directors of the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed with this report:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release of Veritiv Corporation issued February 24, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 24, 2020

/s/ Mark W. Hianik

Mark W. Hianik

Senior Vice President, General Counsel & Corporate Secretary

News Release



Shan Cooper Named to Veritiv Board of Directors

ATLANTA (February 24, 2020) -- Veritiv Corporation (NYSE: VRTV), a leading North American business-to-business distribution solutions company, announced today the appointment of Shantella (Shan) E. Cooper to the company's board of directors. She is a member of the Compensation and Leadership Development, and Nominating and Governance committees.

Ms. Cooper is Executive Director for the Atlanta Committee for Progress, which provides leadership on key issues important to economic growth and inclusion for the citizens of Atlanta. From 2016 to 2018, she was Chief Transformation Officer of WestRock, a paper and packaging solutions company, where she was responsible for leading the company's efforts to develop processes and capabilities needed for growth. Prior to that, Ms. Cooper served for five years as Vice President and General Manager of Lockheed Martin Aeronautics Company where she was responsible for the more than 6,000-employee operation that designs, produces and maintains military aircraft.

"Shan is a trusted leader with a strong connection to the Atlanta community," said Mary Laschinger, Veritiv's Chairman and CEO. "She brings a wealth of knowledge of business operations, transformation, and strategy. Combined with her significant leadership, economic growth, and community affairs experience, Shan will be a strong complement to our current Board of Directors."

Ms. Cooper serves as a director of Atlantic Capital Bancshares, Inc. and Georgia Power Company. She is also on the Board of Directors for the Girl Scouts of Greater Atlanta, and the Board of Trustees of both Emory University and the Woodruff Arts Center. Additionally, Ms. Cooper serves on the Board for the Georgia Tech Research Institute, Zoo Atlanta, and is a member of the Rotary Club of Atlanta, and a life member of the Board of Councilors for the Carter Center.

About Veritiv

Veritiv Corporation (NYSE: VRTV), headquartered in Atlanta and a Fortune 500[®] company, is a leading North American business-to-business distributor of packaging, facility solutions, print, and publishing products and services; and also a provider of logistics and supply chain management solutions. Serving customers in a wide range of industries, the Company has approximately 160 operating distribution centers throughout the U.S., Canada and Mexico, and employs approximately 8,400 team members that help shape the success of its customers. For more information about Veritiv and its business segments visit www.veritivcorp.com.

Veritiv Contacts:

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