|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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 |  |
|  |  | [Cooper Shantella E.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001698291) | Requiring Statement |  |
|  |  | (Month/Day/Year) |  |
|  |  |  |  | 02/19/2020 |  |

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 STE. 1700 |
|  |  |  |  |
| (Street) |  |  |
|  | ATLANTA | GA | 30328 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

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

X Director 10% Owner

Officer (give title Other (specify

below) below)

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

**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)** |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

**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:** |  |  |  |  |  |  |  |  |  |  |  |  |
| Power of Attorney attached as Exhibit 24.1 |  |  |  |  |  |  |  |  |  |  |  |  |
| **No securities are beneficially owned.** |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | /s/ Mark W. Hianik, Attorney- |  |  |  |
|  |  |  |  | in-Fact for Shantella E. Cooper |  | 02/28/2020 |  |  |
|  |  |  |  |  |  |
|  |  |  |  | \*\* 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.**

EXHIBIT 24.1

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Mark W. Hianik, Dean A. Adelman and Stephen J. Smith, and each of them, my true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorneys-in-fact and agents may deem necessary or advisable in order to enable Veritiv Corporation, a Delaware corporation (the Company) to assist the undersigned in satisfying his or her obligations under Section 16 of the Securities Exchange Act and rules and regulations promulgated thereunder, including filing with the Securities and Exchange Commission of an application on Form ID, and filing with the Securities and Exchange Commission of Forms 3, 4 and/or 5 under Section 16, including specifically but without limitation, power and authority to sign the name of the undersigned to such documents, and any amendments and supplements thereto, and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

|  |  |
| --- | --- |
| /s/ Shantella E. Cooper | 2/21/20 |