

GAMACHE BRIAN R
Form 4
November 06, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GAMACHE BRIAN R

2. Issuer Name **and** Ticker or Trading
Symbol
KAPSTONE PAPER &
PACKAGING CORP [KS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O KAPSTONE PAPER AND
PACKAGING CORP., 1101
SKOKIE BLVD., STE. 300

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

NORTHBROOK, IL 60062

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/02/2018		D	72,009	D <u>(1)</u> 2,833	D	
Common Stock	11/02/2018		D	2,833	D <u>(2)</u> 0	D	
Common Stock	11/02/2018		D	100	D <u>(1)</u> 0	I	By Trust For Son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 12.72	11/02/2018		D	4,558	(3) 03/18/2026	Common Stock	4,558

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GAMACHE BRIAN R C/O KAPSTONE PAPER AND PACKAGING CORP. 1101 SKOKIE BLVD., STE. 300 NORTHBROOK, IL 60062	X

Signatures

/s/ Timothy W. Schmidt,
Attorney-in-Fact

11/06/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of January 28, 2018 among WRK Co Inc., a Delaware corporation (formerly known as WestRock Company), KapStone Paper and Packaging Corporation, a Delaware corporation ("KapStone" or the "Company"), WestRock Company (formerly known as Whiskey Holdco, Inc.), a Delaware corporation ("Holdco"), Whiskey
- (1) Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Holdco, and Kola Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Holdco ("Merger Sub"), effective as of the effective time of the merger of Merger Sub with and into the Company (the "Merger"), these shares of Company common stock, par value \$0.0001 per share, were converted into the right to receive, at the election of the stockholder, (i) \$35.00 in cash, without interest thereon or (ii) 0.4981 shares of Holdco common stock.

(2)

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Pursuant to the Merger Agreement, these KapStone restricted stock unit awards became fully vested at the effective time of the Merger in accordance with the terms of the Merger Agreement and exchanged for the right to receive a restricted stock unit award of Holdco relating to the number of Holdco shares (rounded to the nearest whole share) determined by multiplying the number of KapStone shares subject to the KapStone restricted stock unit award by the Equity Award Exchange Ratio (as defined in the Merger Agreement).

- (3) The options vested 50% on the second anniversary of the grant date and the remaining 50% were scheduled to vest on the third anniversary of the grant date. They were granted on March 18, 2016.

Pursuant to the Merger Agreement, these options to purchase KapStone shares became fully vested at the effective time of the Merger in accordance with the terms of the Merger Agreement and exchanged for the right to receive an option to purchase, generally on the same terms and conditions as were applicable to such KapStone option immediately prior to the effective time of the Merger, a number of

- (4) Holdco shares (rounded down to the nearest whole share) determined by multiplying the number of KapStone shares subject to the KapStone option by the Equity Award Exchange Ratio (as defined in the Merger Agreement), at an exercise price per share (rounded up to the nearest whole cent) determined by dividing the per-share exercise price of the KapStone option by the Equity Award Exchange Ratio.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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