

Veritiv Corp
Form 4
July 03, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person -
INTERNATIONAL PAPER CO
/NEW/

(Last) (First) (Middle)

6400 POPLAR AVE

(Street)

MEMPHIS, TN 38197

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Veritiv Corp [VRTV]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

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	07/01/2014		J(1)(2)	8,159,900	A <u>(1)</u> <u>(2)</u>	8,160,000	D
Common Stock	07/01/2014		J(1)(2)	8,160,000	D <u>(1)</u> <u>(2)</u>	0	D

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

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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 Acquired (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

INTERNATIONAL PAPER CO /NEW/
6400 POPLAR AVE
MEMPHIS, TN 38197

X

Signatures

/s/ Marla F. Adair, Assistant
Secretary

07/01/2014

__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).

The transactions reported on this Form relate to the separation of Veritiv Corporation (the "Issuer") from the Reporting Person,

- (1) International Paper Company ("International Paper"), effective July 1, 2014, pursuant to the Contribution and Distribution Agreement, dated as of January 28, 2014, as amended, among International Paper, the Issuer and certain other parties (the "Distribution Agreement").

Pursuant to the terms of the Distribution Agreement, on July 1, 2014, International Paper (i) contributed to xpedx, LLC ("xpedx LLC") all of its right, title and interest with respect to certain assets and liabilities of the International Paper's xpedx business, and then (ii) contributed xpedx LLC to xpedx Intermediate, LLC ("xpedx Intermediate"), and xpedx Intermediate to the Issuer in exchange for, among

- (2) other things, a special payment of \$400 million, subject to certain adjustments, and the issuance to International Paper of 8,159,900 shares of common stock of the Issuer (the "Additional Share Issuance"). Following the Additional Share Issuance by the Issuer to International Paper, International Paper distributed all of its 8,160,000 shares of the Issuer to its shareholders on July 1, 2014 on a pro rata basis (the "Distribution"). After the Distribution, International Paper does not own any shares of the Issuer.

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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