

Flores Kathryn Quadracci
 Form 4
 January 04, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Flores Kathryn Quadracci

2. Issuer Name and Ticker or Trading Symbol
 Quad/Graphics, Inc. [QUAD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2017

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

(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

QUAD/GRAPHICS 53089-3995

(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 Ownership (Instr. 4)
Class A Common Stock	02/28/2017		S	5,823 D	\$ 27.43 22,913	I	As Trustee - HRQ 2014 Trust
Class A Common Stock	11/17/2017		S	22,913 D	\$ 21.644 0	I	As Trustee - HRQ 2014 Trust
Class A Common	01/01/2019		A	9,058 A	\$ 0 31,235 ⁽¹⁾ ⁽²⁾ ₍₃₎	D	

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Stock							
Class A Common Stock				4,067	I		As Trustee - DQ 2008 Trust
Class A Common Stock				4,067	I		As Trustee - HVQ 2003 Trust
Class A Common Stock				4,067	I		As Trustee - MAQ 2001 Trust
Class A Common Stock				0 ⁽⁴⁾	I		By 401(a) Plan

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

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(9-02)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(5)					(5)	(5)	Class A Common Stock	1,601
Class B Common Stock	(5)					(5)	(5)	Class A Common Stock	1,468

Class B Common Stock	(5)	(5)	(5)	Class A Common Stock	14,915
Class B Common Stock	(5)	(5)	(5)	Class A Common Stock	1,468
Class B Common Stock	(5)	(5)	(5)	Class A Common Stock	1,468

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flores Kathryn Quadracci			X	
QUAD/GRAPHICS 53089-3995				

Signatures

/s/ Sherilyn R. Whitmoyer, as attorney in fact for Kathryn Quadracci
 Flores

01/03/2019

__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).
- (1) Includes 9,058 shares attributable to deferred stock units granted under the Quad/Graphics, Inc. 2010 Omnibus Incentive Plan that will be delivered to the reporting person on the earlier of January 1, 2020 or the reporting person's separation from service. Any dividend or other distribution paid with respect to class A common stock underlying the deferred stock units shall accrue and be converted into additional deferred stock units based on the closing price of class A common stock on any such dividend date.
 - (2) Includes 1,300 additional deferred stock units resulting from the payment of dividends on the Class A Common Stock underlying deferred stock units previously granted.
 - (3) 192,271 shares previously held by the reporting person directly were transferred to a trust in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.
 - (4) This number reflects distributions from the Plan that are exempt transaction exempt from Section 16 reporting.
 - (5) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.