

Quad/Graphics, Inc.
Form 3
May 29, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Ott Nancy | | (Month/Day/Year) | Quad/Graphics, Inc. [QUAD] | |
| (Last) | (First) | (Middle) | 05/19/2014 | |
| C/O QUAD/GRAPHICS, INC., N61 W23044 HARRY'S WAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SUSSEX, WI 53089 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Vice President-Human Resources | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 20,508 | D | Â |
| Class A Common Stock | 2,768 | I | By 401(a) Plan |

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

SEC 1473 (7-02)

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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 Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|-------------------------|----------------------------|------------------------------|---|---|
| Stock Options (Right to Buy) | Â <u>(1)</u> | 11/18/2021 | Class A Common Stock | 1,750 | \$ 13.4708 | D | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u> | 11/18/2021 | Class A Common Stock | 613 | \$ 13.4708 | D | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u> | 11/18/2021 | Class A Common Stock | 1,576 | \$ 13.4708 | D | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u> | 11/18/2021 | Class A Common Stock | 2,500 | \$ 13.4708 | D | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u> | 11/18/2021 | Class A Common Stock | 1,405 | \$ 13.4708 | D | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u> | 01/31/2017 | Class A Common Stock | 5,000 | \$ 23.37 | D | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u> | 01/31/2018 | Class A Common Stock | 2,500 | \$ 29.37 | D | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u> | 01/31/2019 | Class A Common Stock | 2,500 | \$ 15.37 | D | Â |
| Stock Options (Right to Buy) | Â <u>(1)</u> | 01/31/2020 | Class A Common Stock | 5,000 | \$ 16.62 | D | Â |
| Stock Options (Right to Buy) | Â <u>(2)</u> | 01/01/2021 | Class A Common Stock | 2,392 | \$ 41.26 | D | Â |
| Stock Options (Right to Buy) | Â <u>(3)</u> | 01/01/2022 | Class A Common Stock | 2,392 | \$ 14.14 | D | Â |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|---------|-------|
| Director | 10% Owner | Officer | Other |
| Â | Â | | Â |

Ott Nancy
C/O QUAD/GRAPHICS, INC.
N61 W23044 HARRY'S WAY
SUSSEX, WI 53089

^ Vice
President-Human
Resources

Signatures

/s/ Jennifer Kent, Attorney-In-Fact for
Nancy Ott

05/29/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Portions of these stock options have already vested and become exercisable and the remainder vest and become exercisable on November 18, 2014.
 - (2) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.
 - (3) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.

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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