Veritiv Corp Form 4 June 23, 2016

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or washington, D.C. 2004)

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. *See* Instruction

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(b).

(Last)

1. Name and Address of Reporting Person <u>*</u> LEINBACH TRACY A

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Veritiv Corp [VRTV]

06/22/2016

(Check all applicable)

1000 ABERNATHY ROAD

(Street)

(First)

(Middle)

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

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

NE, BUILDING 400, SUITE 1700

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

_X_Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

ATLANTA, GA 30328-3091

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Da

2A. Deemed 3. Execution Date, if any Co

(Month/Day/Year)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price (Inst. 3 and

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

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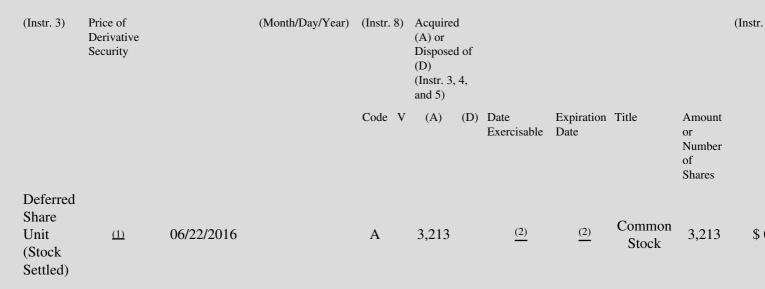
SEC 1474

(9-02)

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deriva Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Securi

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEINBACH TRACY A 1000 ABERNATHY ROAD NE BUILDING 400, SUITE 1700 ATLANTA, GA 30328-3091

Signatures

/s/ Mark W. Hianik, Attorney-in-Fact for Tracy A. Leinbach

06/23/2016

**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) Each deferred share unit is the economic equivalent of one share of Veritiv Corporation common stock.
- (2) The deferred share units are fully vested and non-forfeitable as of the grant date and shall be payable in shares of Veritiv Corporation common stock, generally within 30 days after the reporting person's termination of service as a Veritiv Corporation director.

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.

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