

Kessinger Wilbur G JR
 Form 4
 November 06, 2018

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 *
 Kessinger Wilbur G JR

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 VP and General Manager

(Last) (First) (Middle)
 KAPSTONE PAPER AND PACKAGING CORPORATION, 1101 SKOKIE BLVD., STE. 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/04/2018

NORTHBROOK, IL 60062
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-----|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | | | |
| Common Stock | 09/04/2018 | | G | V | 1,694 | D | (1) 27,381 | D | |
| Common Stock | 11/02/2018 | | D | | 5,304 | D | (2) 22,077 | D | |
| Common Stock | 11/02/2018 | | D | | 22,077 | D | (3) 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)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 30.41 | 11/02/2018 | | D | 3,134 | <u>(4)</u> 03/12/2024 | Common Stock | 3,134 |
| Stock Option (Right to Buy) | \$ 31.89 | 11/02/2018 | | D | 4,216 | <u>(6)</u> 03/26/2025 | Common Stock | 4,216 |
| Stock Option (Right to Buy) | \$ 12.72 | 11/02/2018 | | D | 9,116 | <u>(7)</u> 03/18/2026 | Common Stock | 9,116 |
| Stock Option (Right to Buy) | \$ 22.195 | 11/02/2018 | | D | 24,077 | <u>(8)</u> 03/07/2027 | Common Stock | 24,077 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kessinger Wilbur G JR
KAPSTONE PAPER AND PACKAGING
CORPORATION
1101 SKOKIE BLVD., STE. 300
NORTHBROOK, IL 60062

VP and General Manager

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).

(1) Bona fide gift

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

- (2) 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.

Pursuant to the Merger Agreement, each KapStone restricted stock unit award was converted at the effective time of the Merger into a Holdco restricted stock unit award, generally on the same terms and conditions as were applicable to such KapStone restricted stock unit

- (3) award immediately prior to the effective time of the Merger, 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).

- (4) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on 3/12/2014.

Pursuant to the Merger Agreement, these options to purchase KapStone shares converted at the effective time of the Merger into 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 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.

- (5) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on 3/26/2015.
- (6) 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 3/18/2016.
- (7) The options were scheduled to vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on March 7, 2017.
- (8)

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.