BCIP Associates III Form 4 March 22, 2017

FORM 4

OMB APPROVAL

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

SECURITIES

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average burden hours per

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** BAIN CAPITAL INVESTORS LLC			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			Veritiv	Corp [V	'RTV]			(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check an approach)					
			(Month/Day/Year)					DirectorX 10% Owner Officer (give title below) Other (specify below)				
200 CLARENDON STREET			03/22/2017									
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)					Applicable Line) Form filed by One Reporting Person				
DOCTON	MA 02116							Form filed by One X_ Form filed by Mo				
BOSTON, MA 02116								Person				
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative Se	curitie	es Acquii	red, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securities oner Disposed (Instr. 3, 4 and Amount	of (D)	red (A)	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, par value \$0.01 per share	03/22/2017			S	1,800,000	D	\$ 54.14 (1)	4,283,840	I	See footnotes (2) (3) (4)		

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	lumber		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. Programme and the same	Director	10% Owner	Officer	Other			
BAIN CAPITAL INVESTORS LLC 200 CLARENDON STREET BOSTON, MA 02116		X					
BAIN CAPITAL PARTNERS VII LP 200 CLARENDON STREET BOSTON, MA 02116		X					
BAIN CAPITAL FUND VII LLC 200 CLARENDON STREET BOSTON, MA 02116		X					
BAIN CAPITAL FUND VII LP 200 CLARENDON STREET BOSTON, MA 02116		X					
BAIN CAPITAL VII COINVESTMENT FUND LLC 200 CLARENDON STREET BOSTON, MA 02116		X					
BAIN CAPITAL VII COINVESTMENT FUND LP 200 CLARENDON STREET BOSTON, MA 02116		X					
UWW Holdings, LLC 200 CLARENDON STREET BOSTON, MA 02116		X					
BCIP Associates III, LLC 200 CLARENDON STREET BOSTON, MA 02116		X					

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BCIP Associates III

200 CLARENDON STREET X

BOSTON, MA 02116

BCIP Associates III-B, LLC 200 CLARENDON STREET X BOSTON, MA 02116

Signatures

See signatures included in Exhibit 99.1

03/22/2017

**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).
- Represents shares of common stock of Veritiv Corporation (the "Issuer") sold by UWW Holdings, LLC ("UWWH") pursuant to the offering of common stock of the Issuer on Form S-3 as contemplated by that certain underwriting agreement, dated March 16, 2017, among the Issuer, UWWH and Morgan Stanley & Co. LLC. The selling price of such shares was \$54.14 per share, which represents the price to public less the underwriting discount and commission.
 - Voting and dispositive power with respect to such shares of common stock is exercised through a three-member board of managers of UWWH acting by majority vote. Bain Capital Fund VII, L.P. ("Fund VII") and Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment VII") have the right to appoint two of the three members of the board of managers of UWWH. In addition, Bain Capital
- (2) Fund VII, LLC ("Fund VII LLC"), Bain Capital VII Coinvestment Fund, LLC ("Coinvest VII LLC"), BCIP T Associates III, LLC ("BCIP T III-B LLC"), BCIP T III-B LLC"), BCIP T III-B LLC"), BCIP Associates III, LLC ("BCIP III-B LLC"), BCIP Associates III-B, LLC ("BCIP III-B LLC") and J5M4T3B2P2CEYA, LLC ("J5") collectively hold common equity interests of the Issuer (the "Bain Capital Funds").
- Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners VII, L.P. ("BCP VII"), which is the general partner of Coinvestment VII and Fund VII, which is the managing member of J5. Boylston Coinvestors, LLC is the managing partner of BCIP Associates III, BCIP Trust Associates III, BCIP Trust Associates III-B, which is the manager of BCIP III LLC, BCIP T III LLC, BCIP III-B LLC and BCIP T III-B LLC, respectively. (Continued in footnote 4)
 - (Continued from footnote 3) The investment strategy and decision-making process with respect to investments held by the Bain Capital Funds is directed by BCI's Global Private Equity Board. As a result of these relationships and the relationship described above, the Bain
- Capital Funds, BCI, BCP VII, BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by UWWH. Each of the Bain Capital Funds, BCI, BCP VII, BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B disclaims beneficial ownership of such shares except to the extent of its respective pecuniary interest therein.

Remarks:

This Form 4 is being filed in two parts due to the number of Reporting Persons. Both Filings relate to the same holdings described the same ho

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