

Fowler John C
Form 4
January 04, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fowler John C

(Last) (First) (Middle)

C/O QUAD/GRAPHICS, INC., N61
W23044 HARRY'S WAY

(Street)

SUSSEX, WI 53089

(City) (State) (Zip)

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

Quad/Graphics, Inc. [QUAD]

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

11/20/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	11/20/2017		S	10,908 D	\$ 21.7658	102,833 I	As Trustee - HRQ 2010 Tr (1)
Class A Common Stock	11/22/2017		S	56,569 D	\$ 21.8271	46,264 I	As Trustee - HRQ 2010 Tr (1)
Class A Common	11/28/2017		S	24,039 D	\$ 21.8775	22,225 I	As Trustee -

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Stock									HRQ 2010 Tr (1)
Class A Common Stock	11/29/2017	S	22,225	D	\$ 21.8637	0	I		As Trustee - HRQ 2010 Tr (1)
Class A Common Stock	01/01/2019	A	9,058 (2)	A	\$ 0	118,878 (2) (3)	D		

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 Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(4)					(4)	(4)	Class A Common Stock	1,125
Class B Common Stock	(4)					(4)	(4)	Class A Common Stock	1,125
Class B Common Stock	(4)					(4)	(4)	Class A Common Stock	1,125
	\$ 29.37					(8)	01/31/2019		30,000

Stock						Class A	
Options						Common	
(Right to						Stock	
Buy)							
Stock						Class A	
Options	\$ 41.26		(8)	12/31/2020		Common	34,218
(Right to						Stock	
Buy)							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fowler John C C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089			X	

Signatures

/s/ Sherilyn R. Whitmoyer, Attorney-in-Fact for John C.
Fowler

01/04/2019

__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) As Trustee for the HRQ 2010 Trust. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
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, 2021 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 175 additional deferred stock units resulting from the payment of dividends on the Class A Common Stock underlying deferred stock units previously granted
 - (3) 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.
 - (5) As Trustee for the Harry Virgil Flores 2017 Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (6) As Trustee for the Isabella Marion Flores 2017 Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (7) As Trustee for the Kaitlin Mary Flores 2017 Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (8) All options are fully vested and currently exercisable.

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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