

WestRock Co
Form 4
July 06, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Beckler Robert K

(Last) (First) (Middle)
504 THRASHER STREET
(Street)

NORCROSS, GA 30071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WestRock Co [WRK]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2015

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)
President Packaging Solutions

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)
			Code	V	Amount	(A) or (D)	Price (1) (2) (3)
Common Stock	07/01/2015		A		20,210	A	(1) (2) (3) 20,210
Common Stock	07/01/2015		A		1,464	A	(1) (2) (3) 1,464 I In Employee Savings Plan
Common Stock	07/01/2015		A		511.8436	A	(1) (2) (3) 511.8436 (12) I In Deferred Income Plan

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 70.21	07/01/2015		A	6,473	<u>(5)</u> 02/23/2025	Common Stock	6,473	
Non-Qualified Stock Option	\$ 46.02	07/01/2015		A	30,911	<u>(6)</u> 02/24/2024	Common Stock	30,911	
Non-Qualified Stock Option	\$ 43.04	07/01/2015		A	13,357	<u>(7)</u> 02/25/2023	Common Stock	13,357	
Non-Qualified Stock Option	\$ 35.04	07/01/2015		A	18,886	<u>(8)</u> 06/25/2022	Common Stock	18,886	
Non-Qualified Stock Option	\$ 32.62	07/01/2015		A	14,901	<u>(8)</u> 02/28/2021	Common Stock	14,901	
Non-Qualified Stock Option	\$ 26.48	07/01/2015		A	17,881	<u>(8)</u> 02/22/2020	Common Stock	17,881	
Non-Qualified Stock Option	\$ 10.09	07/01/2015		A	23,900	<u>(8)</u> 02/23/2019	Common Stock	23,900	
Non-Qualified Stock Option	\$ 30.22	07/01/2015		A	8,651	<u>(8)</u> 02/25/2018	Common Stock	8,651	
Non-Qualified Stock Option	\$ 35.68	07/01/2015		A	6,473	<u>(8)</u> 02/26/2017	Common Stock	6,473	
Service-Based Restricted Stock Units	\$ 0	07/01/2015		A	3,079	<u>(9)</u> <u>(9)</u>	Common Stock	3,079	
Service-Based Restricted Stock	\$ 0	07/01/2015		A	20,317	<u>(10)</u> <u>(10)</u>	Common Stock	20,317	
Service-Based Restricted	\$ 0	07/01/2015		A	9,323	<u>(11)</u> <u>(11)</u>	Common Stock	9,323	

Stock Units

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Beckler Robert K 504 THRASHER STREET NORCROSS, GA 30071	President Packaging Solutions

Signatures

Robert B. McIntosh (Attorney-in-fact pursuant to power of attorney previously filed with the SEC)

07/06/2015

__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).
- "On July 1, 2015, WestRock Company ("WestRock", formerly Rome-Milan Holdings, Inc.), Rock-Tenn Company ("RockTenn") and MeadWestvaco Corporation ("MWV") consummated a business combination transaction (the "Combination"), as a result of which RockTenn and MWV each became a direct wholly owned subsidiary of WestRock. Pursuant to the terms of the Second Amended and
- (1) Restated Business Combination Agreement, dated as of April 17, 2015 and amended as of May 5, 2015, by and among WestRock, RockTenn, MWV, Rome Merger Sub, Inc. and Milan Merger Sub, LLC, (i) each share of RockTenn Class A common stock issued and outstanding immediately prior to the effective time of the Combination was cancelled and converted into the right to receive, at the election of the RockTenn shareholder (but subject to certain proration procedures),
- either (A) one share of WestRock common stock or (B) cash in an amount equal to the volume weighted average price per share of RockTenn common stock on the New York Stock Exchange for the consecutive period over the five trading days immediately preceding
- (2) (but not including) the third trading day prior to the effective time of the Combination, and (ii) each share of MWV common stock issued and outstanding immediately prior to the effective time of the Combination was cancelled and converted into the right to receive 0.78 shares of WestRock common stock (the "MWV Exchange Ratio").
- Equity-based awards granted pursuant to RockTenn plans and MWV plans that were outstanding immediately prior to the effective time of the Combination were converted into corresponding awards in respect of WestRock common stock at the effective time of the
- (3) Combination, subject to the same terms and conditions (including applicable vesting requirements) as were applicable to such awards prior to the consummation of the Combination; provided, that equity-based awards granted pursuant to MWV plans were adjusted to reflect the MWV Exchange Ratio."
- In accordance with the terms of the BCA, each MeadWestvaco stock option outstanding and unexercised immediately prior to the effective time of the Merger was converted automatically into an option to purchase a number of shares of WestRock common stock,
- (4) rounded down to the nearest whole share, equal to the product determined by multiplying the number of shares of MWV common stock subject to such MWV options immediately prior to the closing of the Merger by 0.78%, at a per-share exercise price, rounded up to the nearest whole cent, equal to the quotient determined by dividing the per-share exercise price of the MWV option by 0.78.
- (5) The underlying MWV option was unvested at the time of the Merger, and the converted option to purchase WestRock common stock has vested in accordance with its terms immediately following the merger.
- (6) One-third of the underlying MWV option was vested at the time of the Merger. Immediately following the Merger, the unvested portion of the converted option to purchase WestRock common stock has vested in accordance with its terms.
- (7) Two-thirds of the underlying MWV option was vested at the time of the merger. Immediately following the Merger, the unvested portion of the converted option has vested in accordance with its terms.
- (8) These options are fully exercisable.
- (9) At the time of the Merger, the performance conditions with respect to MWV performance-based restricted stock units ("MWV PSUs") were deemed to be earned based on actual performance from January 1, 2015 through the time of the Merger, and the MWV PSUs (and related converted awards as described below, as so earned, have vested immediately following the merger in accordance with their terms

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subject to deferred distribution under 409(A).

The performance conditions with respect to MWV PSUs were deemed to be earned based on target performance at the time of the

(10) Merger, and the MWV PSUs (and related converted awards as described below), as so earned, have vested immediately following the merger in accordance with their terms subject to deferred distribution under 409(A).

The performance conditions with respect to MWV PSUs were deemed to be earned based on target performance at the time of the

(11) Merger, and the MWV PSUs (and related converted awards as described below), as so earned, have vested immediately following the merger in accordance with their terms subject to deferred distribution under 409(A).

(12) Share amount indicated represents an estimation of the reporting person's interest in the MeadWestvaco Deferred Income Plan. This plan holds no actual shares but the accrual of benefits mirrors the MeadWestvaco Savings Plan for Salaried Employees.

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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