

WestRock Co  
 Form 4/A  
 November 18, 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

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 \*  
 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)  
 07/06/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 President Packaging Solutions

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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)  | Price                             |
| Common Stock                    |                                      |  |                                |   | 20,210  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 1,464   | I  | In Employee Savings Plan          |
| Common Stock                    |                                      |  |                                |   | 511.8436  | I  | In Deferred Income Plan           |
| Common Stock                    | 07/01/2015                           |  | A                              |   | 9,323<br>(2)  | A  | \$ 0 29,533 D                     |

Edgar Filing: WestRock Co - Form 4/A

|              |            |   |               |   |      |        |   |
|--------------|------------|---|---------------|---|------|--------|---|
| Common Stock | 07/01/2015 | A | 20,317<br>(3) | A | \$ 0 | 49,850 | D |
| Common Stock | 07/01/2015 | A | 3,649<br>(4)  | A | \$ 0 | 53,499 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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   |                                      |  |                                |   | (1)  | 02/23/2025  | Common Stock               | 3,0                        |
| Service-Based Restricted Stock Units       | \$ 0   | 07/01/2015                           |  | A                              | 3,649   | (4)  | (4)   | Common Stock               | 3,6                        |
| Service-Based Restricted Stock             | \$ 0   | 07/01/2015                           |  | A                              | 20,317  | (3)  | (3)   | Common Stock               | 20,3                       |
| Service-Based Restricted Stock Units       | \$ 0   | 07/01/2015                           |  | A                              | 9,323   | (2)  | (2)   | Common Stock               | 9,3                        |

## Reporting Owners

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

## Signatures

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

11/16/2015

\_\_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).

- Stock option was reported as 6,473 shares and should have been 3,063 shares. The underlying MWV option was unvested at the time of
- (1) the Merger, and the converted option to purchase WestRock common stock has vested in accordance with its terms immediately following the merger.
  - (2) On July 1, 2015, the performance criteria was deemed satisfied for an award previously granted on 02/25/2013, and the award converted into an award subject only to a service condition. The service condition is expected to be completed and the award to vest on 02/25/2016.
  - (3) On July 1, 2015, the performance criteria was deemed satisfied for an award previously granted on 02/24/2014, and the award converted into an award subject only to a service condition. The service condition is expected to be completed and the award to vest on 02/24/2017.
  - (4) On July 1, 2015, the performance criteria was deemed satisfied for an award previously granted on 02/23/2015, and the award converted into an award subject only to a service condition. The service condition is expected to be completed and the award to vest on 02/23/2018.

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.