

Niehus Mark A.  
Form 4  
November 06, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
Niehus Mark A.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/02/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP and Corporate Controller

KAPSTONE PAPER AND PACKAGING CORPORATION, 1101 SKOKIE BLVD., STE. 300

(Street)

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

NORTHBROOK, IL 60062

(City) (State) (Zip)

**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)
				(A) or (D) Price			
Common Stock	11/02/2018		D	30,328 D <u>(1)</u>	0	D	
Common Stock	11/02/2018		D	12,194 D <u>(2)</u>	0	D	

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

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number.

**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)	\$ 0.85	11/02/2018		D	9,314	<u>(3)</u> 05/13/2019	Common Stock	9,314
Stock Option (Right to Buy)	\$ 4.68	11/02/2018		D	10,706	<u>(5)</u> 05/27/2020	Common Stock	10,706
Stock Option (Right to Buy)	\$ 7.305	11/02/2018		D	6,774	<u>(6)</u> 03/03/2021	Common Stock	6,774
Stock Option (Right to Buy)	\$ 8.875	11/02/2018		D	7,860	<u>(7)</u> 03/07/2022	Common Stock	7,860
Stock Option (Right to Buy)	\$ 13.825	11/02/2018		D	6,610	<u>(8)</u> 03/06/2023	Common Stock	6,610
Stock Option (Right to Buy)	\$ 30.41	11/02/2018		D	6,208	<u>(9)</u> 03/12/2024	Common Stock	6,208
Stock Option (Right to Buy)	\$ 31.89	11/02/2018		D	6,387	<u>(10)</u> 03/26/2025	Common Stock	6,387
Stock Option (Right to Buy)	\$ 12.72	11/02/2018		D	13,809	<u>(11)</u> 03/18/2026	Common Stock	13,809



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- (8) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. The options were granted on 3/6/13.
- (9) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. The options were granted on 3/12/14.
- (10) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. The options were granted on 3/26/15.
- (11) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. The options were granted on 3/18/16.
- (12) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. The options were granted on 3/7/17.

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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