

PAULL MATTHEW H
Form 4
November 06, 2018

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

OMB APPROVAL

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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 *
PAULL MATTHEW H

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)

C/O KAPSTONE PAPER AND PACKAGING CORP., 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) | Amount | Price | | | |
| Common Stock | 11/02/2018 | | D | | 70,032 | D | (1) 2,833 | D | |
| Common Stock | 11/02/2018 | | D | | 2,833 | D | (2) 0 | D | |

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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or the "Company"), WestRock Company (formerly known as Whiskey Holdco, Inc.), a Delaware corporation ("Holdco"), Whiskey Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Holdco, and Kola Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Holdco ("Merger Sub"), effective as of the effective time of the merger of Merger Sub with and into the Company (the "Merger"), these shares of Company common stock, par value \$0.0001 per share, were converted into the right to receive, at the election of the stockholder, (i) \$35.00 in cash, without interest thereon or (ii) 0.4981 shares of Holdco common stock.

(2) Pursuant to the Merger Agreement, these KapStone restricted stock unit awards became fully vested at the effective time of the Merger in accordance with the terms of the Merger Agreement and exchanged for the right to receive a restricted stock unit award of Holdco relating to the number of Holdco shares (rounded to the nearest whole share) determined by multiplying the number of KapStone shares subject to the KapStone restricted stock unit award by the Equity Award Exchange Ratio (as defined in the Merger Agreement).

(3) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on March 26, 2015.

(4) Pursuant to the Merger Agreement, these options to purchase KapStone shares became fully vested at the effective time of the Merger in accordance with the terms of the Merger Agreement and exchanged for the right to receive an option to purchase, generally on the same terms and conditions as were applicable to such KapStone option immediately prior to the effective time of the Merger, a number of Holdco shares (rounded down to the nearest whole share) determined by multiplying the number of KapStone shares subject to the KapStone option by the Equity Award Exchange Ratio (as defined in the Merger Agreement), at an exercise price per share (rounded up to the nearest whole cent) determined by dividing the per-share exercise price of the KapStone option by the Equity Award Exchange Ratio.

(5) The options vested 50% on the second anniversary of the grant date and the remaining 50% were scheduled to vest on the third anniversary of the grant date. They were granted on March 18, 2016.

(6) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on March 12, 2014.

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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