

Rock-Tenn CO
Form 4
July 02, 2015

FORM 4

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

OMB APPROVAL

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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 *
Graham-Johnson Jennifer

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

NORCROSS, GA 30071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Rock-Tenn CO [RKT]

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
X Officer (give title below) ___ Other (specify below)

EVP - Human Resources

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 |
| Class A Common Stock | 07/01/2015 | | D | | 17,466 | D | <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class A Common Stock | 07/01/2015 | | D | | 10,722 | D | <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right-to-buy) | \$ 17.975 | 07/01/2015 | | D | 3,100 | ⁽⁴⁾ 05/10/2017 | Class A Common Stock | 3,100 |
| Employee Stock Option (right-to-buy) | \$ 14.55 | 07/01/2015 | | D | 3,334 | ⁽⁴⁾ 03/19/2018 | Class A Common Stock | 3,334 |
| Employee Stock Option (right-to-buy) | \$ 13.215 | 07/01/2015 | | D | 4,000 | ⁽⁴⁾ 03/18/2019 | Class A Common Stock | 4,000 |
| Employee Stock Option (right-to-buy) | \$ 21.345 | 07/01/2015 | | D | 3,200 | ⁽⁴⁾ 01/29/2020 | Class A Common Stock | 3,200 |
| Employee Stock Option (right-to-buy) | \$ 34.325 | 07/01/2015 | | D | 2,800 | ⁽⁴⁾ 02/28/2021 | Class A Common Stock | 2,800 |
| Employee Stock Option (right-to-buy) | \$ 31.695 | 07/01/2015 | | D | 4,250 | ⁽⁴⁾ 02/01/2022 | Class A Common Stock | 4,250 |
| Employee Stock Option (right-to-buy) | \$ 39.9 | 07/01/2015 | | D | 4,300 | ⁽⁵⁾ 01/25/2023 | Class A Common Stock | 4,300 |
| Employee Stock Option (right-to-buy) | \$ 50.74 | 07/01/2015 | | D | 3,400 | ⁽⁴⁾ 01/31/2024 | Class A Common Stock | 3,400 |
| Employee Stock Option (right-to-buy) | \$ 64.9 | 07/01/2015 | | D | 3,020 | ⁽⁶⁾ 03/09/2025 | Class A Common Stock | 3,020 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Graham-Johnson Jennifer 504 THRASHER STREET NORCROSS, GA 30071 | | | EVP - Human Resources | |

Signatures

Robert B. McIntosh (Attorney-in-fact pursuant to power of attorney previously filed with SEC) 07/01/2015

__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."

(4) These options are fully exercisable.

(5) Options will vest on 01/25/2016.

(6) Options granted on 03/15/2015 and will vest on 03/09/2018.

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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