

Quad/Graphics, Inc.  
Form 5  
February 14, 2014

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Harned Christopher B**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**Quad/Graphics, Inc. [QUAD]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2013**

**C/O QUAD/GRAPHICS, INC., N61 W23044 HARRY'S WAY**  
  
(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**SUSSEX, WI 53089**  
  
(City) (State) (Zip)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Class A Common Stock            | Â                                    | Â  | Â                              | Â   | Â          | Â     | 39,291   | D  | Â                                 |
| Class A Common Stock            | Â                                    | Â  | Â                              | Â   | Â          | Â     | 60,304   | I  | By Spouse                         |

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**

SEC 2270 (9-02)

the form displays a currently valid OMB control 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 Security (Instr. 3 and 4) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|------------------|---|------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date  |   |                  |
| Stock Options (Right to Buy)               | \$ 23.37   | Â                                    | Â  | Â                              | Â   | Â   | 05/14/2012   | 01/31/2017       | Class A Common Stock  | 5                |
| Stock Options (Right to Buy)               | \$ 29.37   | Â                                    | Â  | Â                              | Â   | Â   | 05/14/2012   | 01/31/2018       | Class A Common Stock  | 2                |
| Stock Options (Right to Buy)               | \$ 15.37   | Â                                    | Â  | Â                              | Â   | Â   | 05/14/2012   | 01/31/2019       | Class A Common Stock  | 2                |
| Stock Options (Right to Buy)               | \$ 16.62   | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(1)</sup>   | 01/31/2020       | Class A Common Stock  | 7                |
| Class B Common Stock                       | Â  | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(2)</sup>   | Â <sup>(2)</sup> | Class A Common Stock  | 1                |
| Class B Common Stock                       | Â  | 09/06/2013                           | Â  | G                              | Â   | 194 | Â <sup>(2)</sup>   | Â <sup>(2)</sup> | Class A Common Stock  |                  |
| Class B Common Stock                       | Â  | 12/06/2013                           | Â  | G                              | 111,661   | Â   | Â <sup>(2)</sup>   | Â <sup>(2)</sup> | Class A Common Stock  | 11               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Harned Christopher B<br>C/O QUAD/GRAPHICS, INC.<br>N61 W23044 HARRY'S WAY | Â X           | Â         | Â       | Â     |

SUSSEX, WI 53089

## Signatures

/s/ Russell E. Ryba, Attorney-In-Fact for Christopher B.  
Harned

02/14/2014

\_\_\_\_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).
- (1) Became exercisable as to 5,025 shares on May 14, 2012, and the remaining shares became exercisable on November 18, 2012.
  - (2) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.