

Veritiv Corp  
Form 8-K  
March 22, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **March 22, 2017 (March 16, 2017)**

**VERITIV CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**001-36479**  
(Commission File Number)

**1000 Abernathy Road NE**  
**Building 400, Suite 1700**  
**Atlanta, Georgia**  
(Address of principal executive offices)

**46-3234977**  
(IRS Employer Identification No.)

**30328**  
(Zip Code)

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Registrant's telephone number, including area code: **(770) 391-8200**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01 Other Events.**

On March 16, 2017, Veritiv Corporation (the Company), UWW Holdings, LLC (the Selling Stockholder) and Morgan Stanley & Co. LLC (the Underwriter) entered into an underwriting agreement (the Underwriting Agreement) in connection with the offer and sale by the Selling Stockholder of 1,800,000 shares (the Shares) of the Company's common stock, par value \$0.01 per share, owned by the Selling Stockholder, at a price of \$54.14 per share in an underwritten public offering. The sale of the Shares pursuant to the Underwriting Agreement was completed on March 22, 2017. The Company did not receive any proceeds from the sale of the Shares by the Selling Stockholder.

The Underwriting Agreement contains representations and warranties and covenants that are customary for transactions of this type. In addition, each of the Company and the Selling Stockholder has agreed to indemnify the Underwriter against certain liabilities on customary terms. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

The offer and sale of the Shares was made pursuant to the Company's effective shelf registration statement on Form S-3 (File No. 333-207286), including the Prospectus contained therein dated February 15, 2017, and a related Prospectus Supplement dated March 16, 2017, each on file with the Securities and Exchange Commission.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits.

The following exhibits are filed with this report:

| <b>Exhibit No.</b> | <b>Exhibit Description</b>   |
|--------------------|--|
| 1.1                | Underwriting Agreement, dated March 16, 2017, among the Company, the Selling Stockholder and the Underwriter |
| 5.1                | Opinion of Sidley Austin LLP regarding the legality of the Shares  |
| 23.1               | Consent of Sidley Austin LLP (included in Exhibit 5.1)   |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VERITIV CORPORATION**

Dated: March 22, 2017

/s/ Mark W. Hianik  
Mark W. Hianik  
Senior Vice President, General Counsel & Corporate Secretary

**EXHIBIT INDEX**

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