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KAPSTONE PAPER & PACKAGING CORP

Form 3

January 04, 2017

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement KAPSTONE PAPER & PACKAGING CORP [KS] Ortiz Patrick W (Month/Day/Year) 01/01/2017 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O KAPSTONE PAPER AND (Check all applicable) PACKAGING CORP., Â 1101 SKOKIE BLVD., STE. 300 10% Owner Director (Street) _X__ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) VP and General Manager _X_ Form filed by One Reporting Person NORTHBROOK, ILÂ 60062 Form filed by More than One Reporting Person

(City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Benefi

1.Title of Security
2. Amount of Securities
(Instr. 4)
Beneficially Owned
(Instr. 4)

tr. 4) Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Common Stock $3,707 \frac{(1)}{}$ D Â

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

SEC 1473 (7-02)

Ownership

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Title and Amount of 6. Nature of Indirect 1. Title of Derivative Security 2. Date Exercisable and 4. 5. Securities Underlying Conversion Ownership Beneficial Ownership (Instr. 4) **Expiration Date** (Month/Day/Year) Derivative Security or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy) (2)	(3)	08/22/2023	Common Stock	1,422	\$ 21.825	D	Â
Stock Option (Right to Buy) (2)	(4)	03/12/2024	Common Stock	2,070	\$ 30.41	D	Â
Stock Option (Right to Buy) (5)	(6)	03/26/2025	Common Stock	2,130	\$ 31.89	D	Â
Stock Option (Right to Buy) (5)	(7)	03/18/2026	Common Stock	4,605	\$ 12.72	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Ortiz Patrick W C/O KAPSTONE PAPER AND PACKAGING CORP. 1101 SKOKIE BLVD., STE. 300 NORTHBROOK, IL 60062	Â	Â	VP and General Manager	Â	

Signatures

/s/ Timothy W. Schmidt, Attorney-in-Fact

01/04/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- This includes 897 shares of fully vested common stock and 2,810 restricted stock units. Each restricted stock unit represents a contingent (1) right to receive one share of KapStone common stock. The restricted stock units vest in their entirety on the third anniversary of the grant date. Of the restricted stock units, 706 were granted on 3/12/2014, 673 were granted on 3/26/2015, and 1,431 were granted on 3/18/2016.
- (2) Represents options granted pursuant to the Amended and Restated KapStone Paper and Packaging 2006 Incentive Plan.
- (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 8/22/2013.
- (4) The options vested 50% on the second anniversary of the grant date and the remaining 50% will vest on the third anniversary of the grant date. They were granted on 3/12/2014.
- (5) Represents options granted pursuant to the KapStone Paper and Packaging 2014 Incentive Plan.
- (6) The options vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on 3/26/2015.
- (7) The options vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on 3/18/2016

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

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