

GAMACHE BRIAN R  
Form 4  
November 01, 2018

**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 \*  
GAMACHE BRIAN R

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)  
10/30/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/30/2018		M		5,948	A	\$ 4.68
Common Stock	10/30/2018		F(1)		796	D	\$ 34.99
Common Stock	10/30/2018		M		7,526	A	\$ 7.305
Common Stock	10/30/2018		F(1)		1,572	D	\$ 34.99
	10/30/2018		M		6,550	A	\$ 8.875

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Common Stock									
Common Stock	10/30/2018		F <sup>(1)</sup>	1,662	D	\$ 34.985	65,707	D	
Common Stock	10/30/2018		M	5,508	A	\$ 13.825	71,215	D	
Common Stock	10/30/2018		F <sup>(1)</sup>	2,177	D	\$ 34.985	69,038	D	
Common Stock	10/30/2018		M	4,098	A	\$ 30.41	73,136	D	
Common Stock	10/30/2018		F <sup>(1)</sup>	3,563	D	\$ 34.98	69,573	D	
Common Stock	10/30/2018		M	4,216	A	\$ 31.89	73,789	D	
Common Stock	10/30/2018		F <sup>(1)</sup>	3,843	D	\$ 34.99	69,946	D	
Common Stock	10/30/2018		M	4,558	A	\$ 12.72	74,504	D	
Common Stock	10/30/2018		F <sup>(1)</sup>	1,657	D	\$ 34.99	72,847	D	
Common Stock	10/30/2018		M	5,458	A	\$ 22.195	78,305	D	
Common Stock	10/30/2018		F <sup>(1)</sup>	3,463	D	\$ 34.99	74,842	D	
Common Stock							100	I	By Trust For Son

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

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(9-02)

**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)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option (Right to Buy)	\$ 4.68	10/30/2018	M	5,948	<u>(2)</u>	05/27/2020	Common Stock	5,948
Stock Option (Right to Buy)	\$ 7.305	10/30/2018	M	7,526	<u>(3)</u>	03/03/2021	Common Stock	7,526
Stock Option (Right to Buy)	\$ 8.875	10/30/2018	M	6,550	<u>(4)</u>	03/07/2022	Common Stock	6,550
Stock Option (Right to Buy)	\$ 13.825	10/30/2018	M	5,508	<u>(5)</u>	03/06/2023	Common Stock	5,508
Stock Option (Right to Buy)	\$ 30.41	10/30/2018	M	4,098	<u>(6)</u>	03/12/2024	Common Stock	4,098
Stock Option (Right to Buy)	\$ 31.89	10/30/2018	M	4,216	<u>(7)</u>	03/26/2025	Common Stock	4,216
Stock Option (Right to Buy)	\$ 12.72	10/30/2018	M	4,558	<u>(8)</u>	03/18/2026	Common Stock	4,558
Stock Option (Right to Buy)	\$ 22.195	10/30/2018	M	5,458	03/07/2018 <sup>(9)</sup>	03/07/2027	Common Stock	5,458

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAMACHE BRIAN R C/O KAPSTONE PAPER AND PACKAGING CORP. 1101 SKOKIE BLVD., STE. 300 NORTHBROOK, IL 60062	X			

## Signatures

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

11/01/2018

\_\_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) Represents a "net exercise" of stock options. These shares were withheld for payment of the exercise price and applicable taxes.
- (2) 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 May 27, 2010.
- (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 3, 2011.
- (4) 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 7, 2012.
- (5) 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 6, 2013.
- (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.
- (7) 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.
- (8) 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 March 18, 2016.
- (9) The options vested 100% on the first anniversary of the grant date. They were granted on March 7, 2017.

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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