Quad/Graphics, Inc. Form 4 March 03, 2015

## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Blais David A			2. Issuer Name and Ticker or Trading Symbol Quad/Graphics, Inc. [QUAD]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of	Earliest Tr	ansaction	(Cliec	к ан аррисаоте	)	
_	/GRAPHICS, IN ARRY'S WAY	C., N61	(Month/Day/Year) 03/01/2015			X_ Officer (give below)	e title Other below)  ve Vice Presiden	er (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
SUSSEX, W	VI 53089		Filed(Mon	nth/Day/Year	)	Applicable Line) _X_ Form filed by 0 Form filed by N Person			
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)		

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. Securition(A) or Disposers (Instr. 3, 4	spose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V		(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	03/01/2015		F(1)	5,482	D	\$ 23.43	58,737	D	
Class A Common Stock							5,136	I	By 401(a) Plan

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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## $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. conNumber 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)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisab	Expiration le Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 13.4708					(2)	11/18/2021	Class A Common Stock	2,757	
Stock Options (Right to Buy)	\$ 13.4708					(3)	11/18/2021	Class A Common Stock	5,775	
Stock Options (Right to Buy)	\$ 13.4708					<u>(4)</u>	11/18/2021	Class A Common Stock	6,350	
Stock Options (Right to Buy)	\$ 13.4708					(5)	11/18/2021	Class A Common Stock	5,250	
Stock Options (Right to Buy)	\$ 13.4708					<u>(6)</u>	11/18/2021	Class A Common Stock	5,250	
Stock Options (Right to Buy)	\$ 13.4708					<u>(7)</u>	11/18/2021	Class A Common Stock	10,000	
Stock Options (Right to Buy)	\$ 13.4708					<u>(7)</u>	11/18/2021	Class A Common Stock	10,000	
Stock Options (Right to	\$ 23.37					(8)	01/31/2017	Class A Common Stock	60,000	

Buy)					
Stock Options (Right to Buy)	\$ 29.37	<u>(9)</u>	01/31/2018	Class A Common Stock	20,000
Stock Options (Right to Buy)	\$ 15.37	(10)	01/31/2019	Class A Common Stock	20,000
Stock Options (Right to Buy)	\$ 16.62	(10)	01/31/2020	Class A Common Stock	30,000
Stock Options (Right to Buy)	\$ 41.26	(11)	01/01/2021	Class A Common Stock	23,929
Stock Options (Right to Buy)	\$ 14.14	(12)	01/01/2022	Class A Common Stock	23,929

## **Reporting Owners**

Reporting Owner Name / Address	<b>. </b>						
	Director	10% Owner	Officer	Other			

Blais David A C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089

Executive Vice President \*

Relationships

### **Signatures**

/s/ Russell E. Ryba, Attorney-In-Fact for David A.
Blais
03/03/2015

\*\*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).
- (1) Reflects payment of tax liability by withholding shares of stock incident to the vesting of restricted stock previously issued.
- (2) Became exercisable as to 1,654 shares on May 14, 2012, and become exercisable ratably over the next two years with respect to the remaining shares beginning on November 18, 2012.
- (3) Became exercisable as to 3,675 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

**(4)** 

Reporting Owners 3

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Became exercisable as to 2,675 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

- (5) Became exercisable as to 3,150 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- Became exercisable as to 2,887 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (7) Became exercisable as to 4,500 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (8) Became exercisable as to 30,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (9) Became exercisable as to 8,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (10) Became exercisable as to 6,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (11) Vested and became exercisable in three equal annual installments beginning on January 1, 2013.
- (12) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.

#### **Remarks:**

#### \* Executive Vice President of Global Procurement & Platform Strategy

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.