

Veritiv Corp
Form 4
March 22, 2017

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 *
BAIN CAPITAL INVESTORS LLC

(Last) (First) (Middle)
200 CLARENDON STREET,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Veritiv Corp [VRTV]

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) | 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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|--|
| | | | Code | V | Amount | | | |
| | | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 03/22/2017 | | S | | 1,800,000 <u>(1)</u> | \$ 54.14 <u>(1)</u> | 4,283,840 I | See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

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(9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates III-B 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP T Associates III, LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Trust Associates III 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP T Associates III-B, LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Trust Associates III-B 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| J5M4T3B2P2CEYA, LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |

Signatures

See signatures included in
Exhibit 99.1

03/22/2017

**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 shares of common stock of Veritiv Corporation (the "Issuer") sold by UWW Holdings, LLC ("UWWH") pursuant to the offering of common stock of the Issuer on Form S-3 as contemplated by that certain underwriting agreement, dated March 16, 2017, among the Issuer, UWWH and Morgan Stanley & Co. LLC. The selling price of such shares was \$54.14 per share, which represents the price to public less the underwriting discount and commission.

(2) Voting and dispositive power with respect to such shares of common stock is exercised through a three-member board of managers of UWWH acting by majority vote. Bain Capital Fund VII, L.P. ("Fund VII") and Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment VII") have the right to appoint two of the three members of the board of managers of UWWH. In addition, Bain Capital Fund VII, LLC ("Fund VII LLC"), Bain Capital VII Coinvestment Fund, LLC ("Coinvest VII LLC"), BCIP T Associates III, LLC ("BCIP T III LLC"), BCIP T Associates III-B, LLC ("BCIP T III-B LLC"), BCIP Associates III, LLC ("BCIP III LLC"), BCIP Associates III-B, LLC ("BCIP III-B LLC") and J5M4T3B2P2CEYA, LLC ("J5") collectively hold common equity interests of the Issuer (the "Bain Capital Funds").

(3) Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners VII, L.P. ("BCP VII"), which is the general partner of Coinvestment VII and Fund VII, which is the managing member of J5. Boylston Coinvestors, LLC is the managing partner of BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B, which is the manager of BCIP III LLC, BCIP T III LLC, BCIP III-B LLC and BCIP T III-B LLC, respectively. (Continued in footnote 4)

(4) (Continued from footnote 3) The investment strategy and decision-making process with respect to investments held by the Bain Capital Funds is directed by BCI's Global Private Equity Board. As a result of these relationships and the relationship described above, the Bain Capital Funds, BCI, BCP VII, BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by UWWH. Each of the Bain Capital Funds, BCI, BCP VII, BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B disclaims beneficial ownership of such shares except to the extent of its respective pecuniary interest therein.

Remarks:

This Form 4 is being filed in two parts due to the number of Reporting Persons. Both Filings relate to the same holdings described

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.