

Quad/Graphics, Inc.
Form 4
December 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
Quadracci J Joel

(Last) (First) (Middle)

C/O QUAD/GRAPHICS, INC., N61
W23044 HARRY'S WAY

(Street)

SUSSEX, WI 53089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Quad/Graphics, Inc. [QUAD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, Pres. & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|-------------------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Class A Common Stock | 12/09/2016 | | S ⁽¹⁾ | | 25,000 | D | \$ 26.1925 <u>(2)</u> | 173,353 | I | As trustee - HRQ 2010 Tr <u>(3)</u> |
| Class A Common Stock | 12/09/2016 | | S ⁽¹⁾ | | 25,000 | D | \$ 26.3734 <u>(4)</u> | 148,353 | I | As trustee - HRQ 2010 Tr <u>(3)</u> |
| Class A Common Stock | 12/12/2016 | | S ⁽¹⁾ | | 9,400 | D | \$ 26.2524 <u>(5)</u> | 138,953 | I | As trustee - HRQ 2010 Tr <u>(3)</u> |

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| | | | | | | | | |
|----------------------------|------------|-------------------------|--------|---|-----------------------------|---------|---|--|
| Class A Common Stock | 12/13/2016 | <u>S</u> ⁽¹⁾ | 15,600 | D | \$ 26.25 | 123,353 | I | As trustee - HRQ 2010 Tr <u>(3)</u> |
| Class A Common Stock | 12/13/2016 | <u>S</u> ⁽¹⁾ | 25,000 | D | \$ 26.7503 <u>(6)</u> | 98,353 | I | As trustee - HRQ 2010 Tr <u>(3)</u> |
| Class A Common Stock | | | | | | 926,624 | D | |
| Class A Common Stock | | | | | | 5,524 | 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)

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. Pr Deri Secu (Inst | |
|---|---|---|---|---|---|--|---|--------------------------------|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 13.4708 | | | | | <u>(7)</u> | 11/18/2021 | Class A Common Stock | 4,410 |
| Stock Options (Right to Buy) | \$ 13.4708 | | | | | <u>(8)</u> | 11/18/2021 | Class A Common Stock | 5,250 |
| Stock Options (Right to | \$ 13.4708 | | | | | <u>(8)</u> | 11/18/2021 | Class A Common Stock | 6,825 |

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| | | | | | |
|------------------------------|-------------|-------------|-------------|----------------------|---------|
| Buy) | | | | | |
| Stock Options (Right to Buy) | \$ 13.4708 | <u>(9)</u> | 11/18/2021 | Class A Common Stock | 3,675 |
| Stock Options (Right to Buy) | \$ 13.4708 | <u>(9)</u> | 11/18/2021 | Class A Common Stock | 3,938 |
| Stock Options (Right to Buy) | \$ 13.4708 | <u>(10)</u> | 11/18/2021 | Class A Common Stock | 9,000 |
| Stock Options (Right to Buy) | \$ 13.4708 | <u>(11)</u> | 11/18/2021 | Class A Common Stock | 4,250 |
| Stock Options (Right to Buy) | \$ 29.37 | <u>(12)</u> | 01/31/2018 | Class A Common Stock | 100,000 |
| Stock Options (Right to Buy) | \$ 15.37 | <u>(13)</u> | 01/31/2019 | Class A Common Stock | 100,000 |
| Stock Options (Right to Buy) | \$ 16.62 | <u>(13)</u> | 01/31/2020 | Class A Common Stock | 150,000 |
| Stock Options (Right to Buy) | \$ 41.26 | <u>(14)</u> | 01/01/2021 | Class A Common Stock | 119,643 |
| Stock Options (Right to Buy) | \$ 14.14 | <u>(15)</u> | 01/01/2022 | Class A Common Stock | 39,881 |
| Class B Common Stock | <u>(16)</u> | <u>(16)</u> | <u>(16)</u> | Class A Common Stock | 233,568 |
| Class B Common Stock | <u>(16)</u> | <u>(16)</u> | <u>(16)</u> | Class A Common Stock | 92 |
| | <u>(16)</u> | <u>(16)</u> | <u>(16)</u> | | 92 |

| | | | | | |
|----------------------------|------|------|------|----------------------------|---------|
| Class B Common Stock | | | | Class A Common Stock | |
| Class B Common Stock | (16) | (16) | (16) | Class A Common Stock | 92 |
| Class B Common Stock | (16) | (16) | (16) | Class A Common Stock | 92 |
| Class B Common Stock | (16) | (16) | (16) | Class A Common Stock | 120,009 |
| Class B Common Stock | (16) | (16) | (16) | Class A Common Stock | 5,480 |
| Class B Common Stock | (16) | (16) | (16) | Class A Common Stock | 5,480 |
| Class B Common Stock | (16) | (16) | (16) | Class A Common Stock | 5,480 |
| Class B Common Stock | (16) | (16) | (16) | Class A Common Stock | 113,741 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Quadracci J Joel C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089 | X | | Chairman, Pres. & CEO | |

Signatures

/s/ Jennifer J. Kent, Attorney-In-Fact for J. Joel
Quadracci

12/13/2016

__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) These shares were previously received in the finalization of the estate of Elizabeth E. Quadracci, a co-founder and former director of the Company who died in 2013. As a result of the estate tax finalization, the beneficiaries of the estate received additional shares of class A common stock and class B common stock of the Company and, in light of their already extensive holdings, the beneficiaries have sold, or intend to sell, some of the class A shares received from the estate for diversification purposes. These planned sales will not have a material impact on the Quadracci family's ownership or control of the Company.

(2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$26.03 to \$26.46. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(3) As Trustee for the H. Richard Quadracci 2010 Trust. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(4) The price in Column 4 is a weighted average price. The prices actually received ranged from \$26.13 to \$26.485. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(5) The price in Column 4 is a weighted average price. The prices actually received ranged from \$26.25 to \$26.265. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(6) The price in Column 4 is a weighted average price. The prices actually received ranged from \$26.75 to \$26.77. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(7) Became exercisable as to 3,307 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.

(8) 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.

(9) Became exercisable as to 1,575 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 3,500 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.

(11) Became exercisable as to 1,500 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.

(12) Became exercisable as to 40,000 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.

(13) 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.

(14) Became exercisable in three equal annual installments beginning on January 1, 2013.

(15) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.

(16) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost and has no expiration date.

(17) As Trustee for the Alexander Q. Harned 2007 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(18)

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As Trustee for the Elizabeth Quadracci Harned 2003 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(19) As Trustee for the Kathryn B. Harned 2004 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(20) As Trustee for the William V. Harned 2006 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(21) As Trustee for the HVQ 1992 Descendants Trust f/b/o J. Joel Quadracci. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(22) As Trustee for the Isabella Marion Flores 1999 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(23) As Trustee for the Kaitlin Mary Flores 2000 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(24) As Trustee for the Harry Virgil Quadracci Flores 2002 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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