

Quad/Graphics, Inc.
Form 8-K
May 23, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 19, 2014

Quad/Graphics, Inc.
(Exact name of registrant as specified in its charter)

Wisconsin (State or other jurisdiction of incorporation)	001-34806 (Commission File Number)	39-1152983 (IRS Employer Identification No.)
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N61 W23044 Harry's Way, Sussex, Wisconsin 53089-3995
(Address of principal executive offices, including zip code)

(414) 566-6000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 C.F.R. §230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 19, 2014, Quad/Graphics, Inc. (the “Company”) held its 2014 annual meeting of shareholders (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders voted on the following proposals:

The election of all seven directors to the Company’s Board of Directors for a one-year term to expire at the Company’s 2015 annual meeting of shareholders; and

An advisory vote to approve the compensation of the Company's named executive officers as disclosed in the proxy statement.

As of the March 31, 2014, record date for the determination of the shareholders entitled to notice of, and to vote at, the Annual Meeting, 34,483,653 shares of the Company's class A common stock were outstanding and eligible to vote with an aggregate of 34,483,653 votes, and 14,198,464 shares of the Company's class B common stock were outstanding and eligible to vote with an aggregate of 141,984,640 votes. Approximately 92.7% of all votes were represented at the Annual Meeting in person or by proxy. The following are the final votes on the matters presented for shareholder consideration at the Annual Meeting:

Election of Directors

The shareholders elected William J. Abraham, Jr., Douglas P. Buth, Kathryn Quadracci Flores, Christopher B. Harned, J. Joel Quadracci, Thomas O. Ryder and John S. Shiely as directors for a one-year term to expire at the Company's 2015 annual meeting of shareholders. The results of the votes were as follows:

Name	For		Withheld		Broker Non-Votes	
	Votes	Percentage ⁽¹⁾	Votes	Percentage ⁽¹⁾	Votes	Percentage ⁽²⁾
William J. Abraham, Jr.	156,886,382	95.9	% 6,700,200	4.1	% —	N/A
Douglas P. Buth	161,358,345	98.6	% 2,228,237	1.4	% —	N/A
Kathryn Quadracci Flores	158,587,361	96.9	% 4,999,221	3.1	% —	N/A
Christopher B. Harned	158,579,339	96.9	% 5,007,243	3.1	% —	N/A
J. Joel Quadracci	159,313,741	97.4	% 4,272,841	2.6	% —	N/A
Thomas O. Ryder	163,012,496	99.6	% 574,086	0.4	% —	N/A
John S. Shiely	162,964,920	99.6	% 621,662	0.4	% —	N/A

Advisory Vote to Approve Executive Compensation

The shareholders approved the compensation of the Company's named executive officers as disclosed in the proxy statement. The results of the advisory vote were as follows:

For		Against		Abstain		Broker Non-Votes	
Votes	Percentage ⁽¹⁾	Votes	Percentage ⁽¹⁾	Votes	Percentage ⁽¹⁾	Votes	Percentage ⁽¹⁾
162,262,989	99.2	% 1,208,086	0.7	% 115,505	0.1	% —	— %

(1)Based on a total of all shares actually voted in person or by proxy at the Annual Meeting.

(2) "N/A" means that broker non-votes do not have any effect on the voting results on this proposal.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 23, 2014

QUAD/GRAPHICS, INC.

By: /s/ Jennifer J. Kent
Jennifer J. Kent
Vice President, General Counsel & Secretary