

Nebel Randy J.
Form 4
November 06, 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 *
Nebel Randy J.

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)
11/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP. Integrated Packaging

KAPSTONE PAPER AND PACKAGING CORPORATION, 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	11/02/2018		D	12,519 D <u>(1)</u>	0	D	
Common Stock	11/02/2018		D	51,922 D <u>(2)</u>	0	D	

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

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number.

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21.825	11/02/2018		D	12,572	<u>(3)</u> 08/22/2023	Common Stock	12,572
Stock Option (Right to Buy)	\$ 30.41	11/02/2018		D	20,251	<u>(4)</u> 03/12/2024	Common Stock	20,251
Stock Option (Right to Buy)	\$ 31.89	11/02/2018		D	23,810	<u>(5)</u> 03/26/2025	Common Stock	23,810
Stock Option (Right to Buy)	\$ 12.72	11/02/2018		D	51,479	<u>(6)</u> 03/18/2026	Common Stock	51,479
Stock Option (Right to Buy)	\$ 22.195	11/02/2018		D	44,944	<u>(7)</u> 03/07/2027	Common Stock	44,944

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nebel Randy J. KAPSTONE PAPER AND PACKAGING CORPORATION 1101 SKOKIE BLVD., STE. 300 NORTHBROOK, IL 60062			Exec. VP. Integrated Packaging	

Signatures

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

11/06/2018

__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).

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of January 28, 2018 among WRKCo Inc., a Delaware corporation (formerly known as WestRock Company), KapStone Paper and Packaging Corporation, a Delaware corporation ("KapStone" or the "Company"), WestRock Company, a Delaware corporation (formerly known as Whiskey Holdco, Inc.), Whiskey Merger Sub, Inc.,

- (1) a Delaware corporation and a wholly owned subsidiary of Holdco, and Kola Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Holdco ("Merger Sub"), effective as of the effective time of the merger of Merger Sub with and into the Company (the "Merger"), these shares of Company common stock, par value \$0.0001 per share, were converted into the right to receive, at the election of the stockholder, (i) \$35.00 in cash, without interest thereon or (ii) 0.4981 shares of Holdco common stock.

Pursuant to the Merger Agreement, each KapStone restricted stock unit award was converted at the effective time of the Merger into a Holdco restricted stock unit award, generally on the same terms and conditions as were applicable to such KapStone restricted stock unit

- (2) award immediately prior to the effective time of the Merger, relating to the number of Holdco shares (rounded to the nearest whole share) determined by multiplying the number of KapStone shares subject to the KapStone restricted stock unit award by the Equity Award Exchange Ratio (as defined in the Merger Agreement).

- (3) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. The options were granted on 8/22/13.

- (4) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. The options were granted on 3/12/14.

- (5) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. The options were granted on 3/26/15.

- (6) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. The options were granted on 3/18/16.

- (7) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. The options were granted on 3/7/17.

Pursuant to the Merger Agreement, these options to purchase KapStone shares converted at the effective time of the Merger into an option to purchase, generally on the same terms and conditions as were applicable to such KapStone option immediately prior to the

- (8) effective time of the Merger, a number of Holdco shares (rounded down to the nearest whole share) determined by multiplying the number of KapStone shares subject to the KapStone option by the Equity Award Exchange Ratio (as defined in the Merger Agreement), at an exercise price per share (rounded up to the nearest whole cent) determined by dividing the per-share exercise price of the KapStone option by the Equity Award Exchange Ratio.

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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