

Quad/Graphics, Inc.  
Form 4  
December 01, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Badura Renee

(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)

11/29/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Executive VP - Sales

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Class A Common Stock	11/29/2016		M	5,200 A	\$ 23.37 43,921	D	
Class A Common Stock	11/29/2016		S	5,000 D	\$ 27.45 38,921	D	
Class A Common Stock	11/29/2016		S	200 D	\$ 28 38,721	D	
Class A Common	11/30/2016		M	4,800 A	\$ 23.37 43,521	D	

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Stock

Class A					\$		
Common	11/30/2016		S	4,800	D	28.1069	38,721
Stock						<u>(1)</u>	D

Class A								
Common							3,708	I
Stock								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. Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 13.4708							<u>(2)</u>	11/18/2021	Class A Common Stock	2,625
Stock Options (Right to Buy)	\$ 13.4708							<u>(2)</u>	11/18/2021	Class A Common Stock	2,500
Stock Options (Right to Buy)	\$ 23.37	11/29/2016		M		5,200		<u>(2)</u>	01/31/2017	Class A Common Stock	5,200
Stock Options (Right to Buy)	\$ 23.37	11/30/2016		M		4,800		<u>(2)</u>	01/31/2017	Class A Common Stock	4,800
Stock Options	\$ 29.37							<u>(2)</u>	01/31/2018	Class A Common	5,000

(Right to Buy)					Stock	
Stock Options (Right to Buy)	\$ 15.37	(2)	01/31/2019	Class A Common Stock	5,000	
Stock Options (Right to Buy)	\$ 16.62	(2)	01/31/2020	Class A Common Stock	7,500	
Stock Options (Right to Buy)	\$ 41.26	(2)	01/01/2021	Class A Common Stock	2,392	
Stock Options (Right to Buy)	\$ 14.14	(3)	01/01/2022	Class A Common Stock	2,392	
Stock Options (Right to Buy)	\$ 13.4708	(2)	11/18/2021	Class A Common Stock	1,025	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Badura Renee C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089			Executive VP - Sales	

## Signatures

/s/ Jennifer J. Kent, Attorney-In-Fact for Renee B. Badura 12/01/2016

\_\_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).

The price in Column 4 is a weighted average price. The prices actually received ranged from \$28.01 to \$28.2701. The reporting person

(1) 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.

(2) Fully vested and exercisable.

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

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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