

Veritiv Corp  
Form 8-K  
June 02, 2016

**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): June 2, 2016 (May 27, 2016)**

**VERITIV CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**(State or other jurisdiction of incorporation)**

**001-36479**  
**(Commission File Number)**

**42-3234977**  
**(IRS Employer Identification No.)**

**1000 Abernathy Road NE**

**Building 400, Suite 1700**

**30328**

**Atlanta, GA**

**(Zip Code)**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (770) 391-8200**

(Former name or former address, if changed since last report)

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 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 27, 2016, Matthew J. Espe was elected as a member of the Board of Directors of Veritiv Corporation (the “Company”). A copy of the press release announcing this election is attached as Exhibit 99.1 to this Current Report on Form 8-K.

No determination has been made as to which committee or committees of the Company’s Board of Directors Mr. Espe will serve.

There are no arrangements or understandings between Mr. Espe and any other persons pursuant to which he was selected as a director. Additionally, there are no transactions involving the Company and Mr. Espe that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

Mr. Espe will be entitled to receive compensation for his service as a director in accordance with the Company’s standard compensation arrangements for non-employee directors, which are described under the caption “Director Compensation” in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 31, 2016, as adjusted by the Board from time to time. In addition, Mr. Espe and the Company will enter into an indemnification agreement substantially in the form entered into with the current directors of the Company.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed with this report:

Exhibit No. Exhibit Description

99.1 Press Release of Veritiv Corporation issued June 2, 2016.

**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.

**VERITIV CORPORATION**

Date: June 2, 2016 /s/ Mark W. Hianik  
Mark W. Hianik  
Senior Vice President, General Counsel & Corporate Secretary

**EXHIBIT INDEX**

**Exhibit No. Exhibit Description**

99.1 Press Release of Veritiv Corporation issued June 2, 2016.