

St. John Adam  
Form 4  
February 26, 2018

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
St. John Adam

(Last) (First) (Middle)

8540 GANDER CREEK DRIVE

(Street)

MIAMISBURG, OH 45342

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Verso Corp [VRS]

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

02/22/2018

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) below)

SVP - Manufacturing

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)
Class A Common Stock	02/22/2018		A	14,819 (1)	A \$ 0 63,657 (2)	D	
Class A Common Stock	02/22/2018		A	3,882 (3)	A \$ 0 17,068 (4)	I	By Spouse

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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**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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

St. John Adam  
8540 GANDER CREEK DRIVE  
MIAMISBURG, OH 45342

SVP - Manufacturing

## Signatures

/s/ St. John Daugherty, as  
Attorney-in-Fact

02/26/2018

\_\_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).

(1) Consists of 14,819 Stock Units. Each Stock Unit represents the right, subject to vesting, to receive one share of Class A Common Stock. The Stock Units will vest as follows: (a) 7,409 Stock Units will vest on January 1, 2021; and (b) 7,410 Stock Units will vest on January 1, 2022. The reported Stock Units do not include 14,819 Stock Units that will vest on or about January 1, 2021, if certain performance objectives established by the issuer have been met.

(2) Consists of: (i) the 14,819 Stock Units described in footnote (1); (ii) 1,660 shares of Class A Common Stock; (iii) 4,805 Stock Units vesting in two substantially equal installments beginning on July 28, 2018; (iv) 21,186 Stock Units that will vest on January 1, 2020; and (v) 21,187 Stock Units that will vest on January 1, 2021. The reported Stock Units do not include: (a) 42,373 Stock Units that will vest on or about January 1, 2020, if certain performance objectives which have been established by the issuer have been met; and (b) the 14,819 Stock Units that will vest on or about January 1, 2021, if certain performance objectives established by the issuer have been met, as described in footnote (1).

(3) Consists of 3,882 Stock Units held by Mr. St. John's spouse. Each Stock Unit represents the right, subject to vesting, to receive one share of Class A Common Stock. The Stock Units will vest as follows: (a) 1,941 Stock Units will vest on January 1, 2021; and (b) 1,941 Stock Units will vest on January 1, 2022. The reported Stock Units do not include 3,883 Stock Units that will vest on or about January 1, 2021, if certain performance objectives established by the issuer have been met.

(4) Consists of: (i) the 3,882 Stock Units described in footnote (3); (ii) 535 shares of Class A Common Stock; (iii) 1,550 Stock Units vesting in two substantially equal installments beginning on July 28, 2018; (iv) 5,550 Stock Units that will vest on January 1, 2020; and (v) 5,551

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Stock Units that will vest on January 1, 2021. The reported Stock Units do not include: (a) 11,102 Stock Units that will vest on or about January 1, 2020, if certain performance objectives which have been established by the issuer have been met; and (b) the 3,883 Stock Units that will vest on or about January 1, 2021, if certain performance objectives established by the issuer have been met, as described in footnote (3).

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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