

Veritiv Corp  
Form 4  
July 03, 2014

**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 \*  
Meisel Seth

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 200  
CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Veritiv Corp [VRTV]

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

07/01/2014

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)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	07/01/2014		A		7,840,000 (1) (2) (3)	A	(1) (2) (3)
					7,840,000 (2) (3)	I	(1) (2) (3)

See footnotes (1) (2) (3)

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

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
Meisel Seth JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116	X	X		

## Signatures

/s/ Seth Meisel                      07/03/2014  
 \*\*Signature of                      Date  
 Reporting Person

## 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).
- Represents shares of common stock of Veritiv Corporation (the "Issuer") held by UWW Holdings, LLC ("UWWH") acquired from the Issuer on July 1, 2014 at the consummation of the transactions contemplated by that certain Agreement and Plan of Merger, dated January
- (1) 28, 2014 (as amended, the "Merger Agreement"), among the Issuer, UWWH and the other parties thereto in consideration for all 1,000 outstanding common shares of UWW Holdings, Inc, the directly owned subsidiary of UWWH. The closing price of the Issuer's stock on The NYSE on July 1, 2014 issued in exchange for such shares was \$37.60 per share.
  - (2) Voting and dispositive power with respect to the common stock is exercised through a three-member board of managers of UWWH acting by majority vote. Bain Capital Fund VII, L.P. ("Fund VII") and Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment VII") have the right to appoint two of the three members of the board of managers of UWWH. Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners VII, L.P. ("BCP VII"), which is the general partner of each of Fund VII and Coinvestment VII.
  - (3) Mr. Meisel is a member of the board of managers of UWWH and is a managing director of BCI. By virtue of the relationships described in this footnote and in footnote (1), Mr. Meisel may be deemed to share voting and dispositive power with respect to the shares of the Issuer held by UWWH. Mr. Meisel disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.