

St. John Adam
Form 4
February 26, 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 *
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)
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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| 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.

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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)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Includes St. John Adam with address 8540 GANDER CREEK DRIVE MIAMISBURG, OH 45342 and relationship SVP - Manufacturing.

Signatures

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