

Campbell Allen James
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 *
Campbell Allen James

2. Issuer Name and Ticker or Trading Symbol
Verso Corp [VRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8540 GANDER CREEK DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and CFO

(Street)
MIAMISBURG, OH 45342

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (D) | Price |
| Class A Common Stock | 02/22/2018 | | A | | 16,301 ⁽¹⁾ | A | \$ 0 |
| | | | | | 86,366 ⁽²⁾ | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 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 |
| Campbell Allen James 8540 GANDER CREEK DRIVE MIAMISBURG, OH 45342 | | | SVP and CFO | |

Signatures

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

02/26/2018

Date

__Signature of 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).

(1) Consists of 16,301 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) 8,150 Stock Units will vest on January 1, 2021; and (b) 8,151 Stock Units will vest on January 1, 2022. The reported Stock Units do not include 16,301 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 16,301 Stock Units described in footnote (1); (ii) 17,172 shares of Class A Common Stock; (iii) 6,283 Stock Units vesting in two substantially equal installments beginning on July 28, 2018; (iv) 23,305 Stock Units that will vest on January 1, 2020; and (v) 23,305 Stock Units that will vest on January 1, 2021. The reported Stock Units do not include: (a) 46,610 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 16,301 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).

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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