

CHOLMONDELEY PAULA H

Form 4

November 01, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CHOLMONDELEY PAULA H

(Last) (First) (Middle)

C/O KAPSTONE PAPER AND  
PACKAGING CORP., 1101  
SKOKIE BLVD., STE. 300

(Street)

NORTHBROOK, IL 60062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
KAPSTONE PAPER &  
PACKAGING CORP [KS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/30/2018

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)

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 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)
Common Stock	10/30/2018		M	5,458 A	\$ 22.195	35,210.369	D
Common Stock	10/30/2018		F	3,464 (1) D	\$ 34.98	31,746.369	D
Common Stock	10/30/2018		M	1,607 A	\$ 15.49	33,353.369	D
Common Stock	10/30/2018		F	712 (1) D	\$ 34.98	32,641.369	D

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

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SEC 1474  
(9-02)

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.49	10/30/2018		M		1,607		<u>(2)</u>	08/16/2026	Common Stock	1,607
Stock Option (Right to Buy)	\$ 22.195	10/30/2018		M		5,458		03/07/2018 <u>(3)</u>	03/07/2027	Common Stock	5,458

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHOLMONDELEY PAULA H C/O KAPSTONE PAPER AND PACKAGING CORP. 1101 SKOKIE BLVD., STE. 300 NORTHBROOK, IL 60062	X

## Signatures

/s/ Timothy W. Schmidt,  
Attorney-in-Fact

11/01/2018

\*\*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) Represents a "net exercise" of stock options. These shares were withheld for payment of the exercise price and applicable taxes.
- (2) The options vested 50% on the second anniversary of the grant date and the remaining 50% will vest on the third anniversary of the grant date. They were granted on March 18, 2016.
- (3) The options vested 100% on the first anniversary of the grant date. They were granted on March 7, 2017.

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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