Quad/Graphics, Inc. Form 4 August 16, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

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obligations
may continue.

Filed pursuant to Section
Section 17(a) of the Public

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

1(b).

Class A

Stock

Common

(Print or Type Responses)

See Instruction

1. Name and Fowler Joh	2. Issuer Name and Ticker or Trading Symbol Quad/Graphics, Inc. [QUAD]				···· ₅	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) C/O QUAD/GRAPHICS, INC., N61 W23044 HARRY'S WAY			3. Date of Earliest Transaction (Month/Day/Year) 08/12/2016				_	(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below)		
W 23044 H		Filed(Month/Day/Year)				A _	Vice Chairman & EVP 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	sed of		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	08/12/2016			M	25,000	A	\$ 23.37	212,233	D	
Class A Common Stock	08/12/2016			S	25,000	D	\$ 29.2676 (1)	187,233	D	

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

By

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

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. Transactic Code (Instr. 8)	Securi Acqui or Dis (D)	eurities (Month/Day/Year) quired (A) Disposed of str. 3, 4,		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Stock Options (Right to Buy)	\$ 13.4708						05/14/2012	11/18/2021	Class A Common Stock	7,350
Stock Options (Right to Buy)	\$ 19.12						05/14/2012	11/18/2021	Class A Common Stock	6,500
Stock Options (Right to Buy)	\$ 13.4708						05/14/2012	11/18/2021	Class A Common Stock	17,500
Stock Options (Right to Buy)	\$ 13.4708						05/14/2012	11/18/2021	Class A Common Stock	10,000
Stock Options (Right to Buy)	\$ 23.37	08/12/2016		M		25,000	<u>(2)</u>	01/31/2017	Class A Common Stock	25,000
Stock Options (Right to Buy)	\$ 29.37						<u>(3)</u>	01/31/2019	Class A Common Stock	30,000
Stock Options (Right to Buy)	\$ 15.37						<u>(4)</u>	01/31/2020	Class A Common Stock	30,000
	\$ 16.62						(5)	01/31/2020		45,000

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Stock Options (Right to Buy)			Class A Common Stock	
Stock Options (Right to Buy)	\$ 41.26	<u>(6)</u> 01/01/2021	Class A Common Stock	34,218
Class B Common Stock	<u>(7)</u>	<u>(7)</u> <u>(7)</u>	Class A Common Stock	111,660

Reporting Owners

Reporting Owner Name / Address	Relationships						
Treporting of the France of Transaction	Director	10% Owner	Officer	Other			
Fowler John C C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089	X		Vice Chairman & EVP				

Signatures

/s/ Jennifer J. Kent, Attorney-In-Fact for John C.
Fowler 08/16/2016

**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).
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$29.25 to \$29.37. The reporting person has (1) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.
- (2) Became exercisable as to 263,940 shares on May 14, 2012, and the remaining shares became exercisable on November 18, 2012.
- (3) Became exercisable in two equal annual installments beginning on November 18, 2012.
- (4) Became exercisable in three equal annual installments beginning on November 18, 2012.
- (5) Became exercisable as to 14,850 shares on May 14, 2012, and became exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (6) Became exercisable in three equal annual installments beginning on January 1, 2013.
- (7) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost and has no expiration date.
- (8) As Trustee for the HRQ 2010 Trust. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities 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.

Reporting Owners 3