## Edgar Filing: Quad/Graphics, Inc. - Form 4

Quad/Graph Form 4	nics, Inc.										
August 16, 1	2016										
	ЛЛ								OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
	Check this box if no longer								Expires:	January 31, 2005	
subject to STATEMENT OF CHANGES IN BEN Section 16. SECURITI						ICIA	AL OWN	Estimated average burden hours per			
Form 4 or Form 5 obligations may continue.response0.5See Instruction 1(b).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 19400.5											
(Print or Type	Responses)										
Fowler John C Syn				er Name <b>an</b> Graphics,			0	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	-	of Earliest 7		-		(Check	all applicable	)	
()	()	,,		Day/Year)	runsaction			_X_ Director		Owner	
~	D/GRAPHICS, IN ARRY'S WAY	C., N61	08/12/2	2016				_X_ Officer (give t below) Vice Cl	title Othe below) nairman & EV	r (specify P	
SUSSEX, V	(Street)			endment, D onth/Day/Yea	-	al	1	5. Individual or Joi Applicable Line) _X_ Form filed by Or Form filed by Mo	ne Reporting Per	rson	
							I	Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities Acqui	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D:	Date, if	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of ( 4 and 2 (A) or	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)	
Class A				Code V	Amount	(D)	Price				
Common Stock	08/12/2016			М	25,000	А	\$ 23.37	212,233	D		
Class A Common Stock	08/12/2016			S	25,000	D	\$ 29.2676 (1)	187,233	D		
Class A Common Stock								1,291	Ι	By Spouse	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## 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. Transactic Code (Instr. 8)	orDeriv Secur Acqu	tities ired (A) sposed of . 3, 4,	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 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		М		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

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							
	Director	10% Owner	Officer	Other				
Fowler John C C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089	Х		Vice Chairman & EVP					
Signatures								
/s/ Jennifer J. Kent, Attorney-In- Fowler	ohn C.	08/16/2016						

**\*\***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).

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.

Date

- (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.