

St. John Adam
Form 4
April 01, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
St. John Adam

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)
03/28/2019

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

SVP - Manufacturing

(Street)

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

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

MIAMISBURG, OH 45342

(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)
Class A Common Stock	03/28/2019		A	11,876	<u>A</u> (1) \$ 0 74,864 <u>(2)</u>	D	
Class A Common Stock	03/28/2019		A	3,235	<u>A</u> (3) \$ 0 20,087 <u>(4)</u>	I	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
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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)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

St. John Adam
8540 GANDER CREEK DRIVE
MIAMISBURG, OH 45342

SVP - Manufacturing

Signatures

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

04/01/2019

**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 11,876 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: (i) 33% on January 1, 2020; (ii) 33% on January 1, 2021; and (iii) 34% on January 1, 2022. The reported Stock Units do not include 11,877 Stock Units that will vest on or about January 1, 2022, if certain performance objectives established by the issuer have been met.

(2) Consists of: (i) the 11,876 Stock Units described in footnote (1); (ii) 3,393 shares of Class A Common Stock; (iii) 2,403 Stock Units that will vest on July 28, 2019; (iv) 42,373 Stock Units vesting in two substantially equal installments beginning on January 1, 2020; and (v) 14,819 Stock Units vesting in two substantially equal installments beginning on January 1, 2021.

(3) Consists of 3,235 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. The Stock Units will vest as follows: (i) 33% on January 1, 2020; (ii) 33% on January 1, 2021; and (iii) 34% on January 1, 2022. The reported Stock Units do not include 3,235 Stock Units that will vest on or about January 1, 2022, if certain performance objectives established by the issuer have been met.

(4) Consists of: (i) the 3,235 Stock Units described in footnote (3); (ii) 1,094 shares of Class A Common Stock; (iii) 775 Stock Units that will vest on July 28, 2019; (iv) 11,101 Stock Units vesting in two substantially equal installments beginning on January 1, 2020; and (v) 3,882 Stock Units vesting in two substantially equal installments beginning on January 1, 2021.

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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