Quad/Graphics, Inc. Form SC 13G/A February 17, 2015

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 3)*

Quad/Graphics, Inc. (Name of Issuer)

Class A Common Stock (Title of Class of Securities)

747301109 (CUSIP Number)

December 31, 2014 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

" Rule	13d-1(b)
x Rule	13d-1(c)

" Rule 13d-1(d)

(Page 1 of 28 Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 747301109 13G/A Page 2 of 28 Pages

1	NAME OF REPORTING PERSON		
2 3 4	Centerbridge Credit Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION		
	Dele	aware	
	5	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	-0- SHARED VOTING POWER	
	7	477,607 SOLE DISPOSITIVE POWER	
	8	-0- SHARED DISPOSITIVE POWER	
9	AM BEN OW REF	477,607 GREGATE OUNT NEFICIALLY NED BY EACH PORTING	
10	477, CHI IF T	ECK BOX "	

AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF

CLASS

REPRESENTED BY AMOUNT IN

ROW (9)

1.4% TYPE OF REPORTING

12 PERSON

11

NAME OF REPORTING PERSON

1

Delaware SOLE VOTING POWER -0- SHARED VOTING NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0- SHARED DISPOSITIVE POWER 477,607 SHARED DISPOSITIVE POWER 477,607 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	1 2 3	Centerbridge Credit Partners General Partner, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION		
SOLE VOTING POWER -0- SHARED VOTING NUMBER OF 6 POWER SHARES BENEFICIALLY 477,607 OWNED BY SOLE EACH DISPOSITIVE REPORTING POWER -0- SHARED DISPOSITIVE 8 POWER 477,607 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH		Dε	elaware	
$\begin{array}{c ccccccccccccccccccccccccccccccccccc$			SOLE VOTING	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SHARED VOTING POWER 477,607 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE	
	9	All Bl OV EA	GGREGATE MOUNT ENEFICIALLY WNED BY ACH	

PERSON

477,607 **CHECK BOX IF** THE

AGGREGATE AMOUNT

10 IN ROW

(9)

EXCLUDES CERTAIN SHARES PERCENT OF

CLASS

REPRESENTED BY AMOUNT IN

ROW (9)

1.4% TYPE OF REPORTING

12 PERSON

11

1	NAME OF REPORTING PERSON
2	Centerbridge Credit GP Investors, L.L.C CHECK THE APPROPRIATE BOX IF A
3	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	Delaware SOLE VOTING 5 POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0- SHARED VOTING 6 POWER 477,607 SOLE DISPOSITIVE 7 POWER
	-0- SHARED DISPOSITIVE 8 POWER
9	477,607 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	477,607

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

11 BY AMOUNT IN

ROW (9)

1.4%

TYPE OF

REPORTING

12 PERSON

00

CUSIP No. 747301109 13G/A Page 5 of 28 Pages

1	NAME OF REPORTING PERSON		
	Centerbridge Credit Partners Master, L.P. CHECK THE		
2	APPROPRIATE BOX IF A MEMBER (b) ý OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF		
3			
4		ANIZATION	
	Caym	an Islands SOLE	
	5	VOTING POWER	
NUMBER OF SHARES BENEFICIALLY	6	-0- SHARED VOTING POWER	
OWNED BY EACH REPORTING PERSON WITH	7	795,291 SOLE DISPOSITIVE POWER	
	8	-0- SHARED DISPOSITIVE POWER	
9	AMO BENE OWN	EFICIALLY ED BY EACH ORTING	
10	795,25	91	

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11 AMOUNT IN ROW

(9)

2.3%

TYPE OF

REPORTING

12 PERSON

CUSIP No. 747301109 13G/A Page 6 of 28 Pages

	NAME OF REPORTING PERSON		
1	Centerbridge Credit Partners Offshore General Partner, L.P. CHECK		
2	BOX	OPRIATE IF A BER (b) ý	
3		JSE ONLY ENSHIP OR	
4		ANIZATION	
	Delaw	are SOLE	
	5	VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	-0- SHARED VOTING POWER	
	7	795,291 SOLE DISPOSITIVE	
	7 8	POWER -0- SHARED DISPOSITIVE POWER	
9	AMO BENE OWN	EFICIALLY ED BY EACH ERTING ON	
	1,75,45	. 1	

CHECK BOX

IF THE

AGGREGATE AMOUNT IN ..

10 AMOUN ROW (9)

EXCLUDES CERTAIN SHARES PERCENT OF

CLASS

REPRESENTED BY AMOUNT IN ROW

(9)

2.3% TYPE OF REPORTING PERSON

12 PERS

11

CUSIP No. 747301109 13G/A Page 7 of 28 Pages

1	NAME OF REPORTING PERSON		
	Offsho Invest CHEC	rbridge Credit ore GP ors, L.L.C.	
2	BOX MEM	BER (b) ý	
3		JP JSE ONLY ENSHIP OR	
4	PLAC ORGA	E OF ANIZATION	
	Delaw	vare SOLE VOTING	
	5	POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	-0- SHARED VOTING POWER	
	7	795,291 SOLE DISPOSITIVE POWER	
	8	-0- SHARED DISPOSITIVE POWER	
9	AMO BENE OWN	EFICIALLY ED BY EACH PRTING	
	795,29	91	

CHECK BOX

IF THE

AGGREGATE AMOUNT IN ..

10 AMOUN ROW (9)

11

12

ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF

CLASS

REPRESENTED BY AMOUNT IN ROW

(9)

2.3% TYPE OF REPORTING PERSON

00

CUSIP No. 747301109 13G/A Page 8 of 28 Pages

1	PERSon Center Partne	ORTING ON rbridge Capital ers Strategic
2	CHEC THE APPR BOX I MEM OF A	OPRI (A)TE IF A BER (b) ý
3	CITIZ	JSE ONLY ENSHIP OR
4	PLAC ORGA	E OF ANIZATION
	Delaw	vare SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	-0- SHARED VOTING POWER 2,282 SOLE DISPOSITIVE POWER
	8	-0- SHARED DISPOSITIVE POWER
9	AMO BENE OWN	EFICIALLY ED BY EACH PRTING
	2 202	

2,282

15

CHECK BOX

IF THE

AGGREGATE AMOUNT IN ..

10 AMOUN ROW (9)

11

12

EXCLUDES CERTAIN SHARES PERCENT OF

CLASS

REPRESENTED BY AMOUNT IN ROW

(9)

Less than 0.1% TYPE OF REPORTING PERSON

CUSIP No. 747301109 13G/A Page 9 of 28 Pages

1	PERSO Center	RTING	
2	Acquisition, L.P. CHECK THE APPROPRICATE BOX IF A MEMBER (b) ý OF A GROUP		
3	GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF		
4	ORGANIZATION		
	Delaw	rare SOLE VOTING POWER	
NUMBER OF SHARES	6	-0- SHARED VOTING POWER	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	64,362 SOLE DISPOSITIVE POWER	
	8	-0- SHARED DISPOSITIVE POWER	
9	AMOI BENE OWN	FICIALLY ED BY EACH RTING	
	-		

64,362

CHECK BOX

IF THE

AGGREGATE AMOUNT IN ..

10 AMOUN ROW (9)

EXCLUDES CERTAIN SHARES PERCENT OF

CLASS

REPRESENTED BY AMOUNT IN ROW

(9)

0.2% TYPE OF REPORTING PERSON

12 PE

11

CUSIP No. 747301109 13G/A Page 10 of 28 Pages

1	NAM REPC PERS	ORTING	
	Centerbridge Capital Partners SBS, L.P. CHECK THE		
2	APPROPRIATE BOX IF A MEMBER (b) ý OF A		
3	GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF		
4		ANIZATION	
	Delaw	vare SOLE VOTING	
	5	POWER	
NUMBER OF SHARES BENEFICIALLY	6	-0- SHARED VOTING POWER	
OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	
	8	-0- SHARED DISPOSITIVE POWER	
9	AMO BENE OWN	EFICIALLY ED BY EACH ORTING	
10	116		

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11 AMOUNT IN ROW

(9)

Less than 0.1%

TYPE OF

REPORTING

12 PERSON

CUSIP No. 747301109 13G/A Page 11 of 28 Pages

1	NAM REPC PERS	ORTING	
		rbridge riates, L.P. CK	
2	APPROPRIATE BOX IF A MEMBER (b) ý		
3	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF		
4	ORG	ANIZATION	
	Delaw	SOLE VOTING	
	5	POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	-0- SHARED VOTING POWER	
	7	66,760 SOLE DISPOSITIVE POWER	
	8	-0- SHARED DISPOSITIVE POWER	
9	AMO BENE OWN	EFICIALLY ED BY EACH ORTING	
10	66,76		

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11 AMOUNT IN ROW

(9)

0.2%

TYPE OF

REPORTING

12 PERSON

CUSIP No. 747301109 13G/A Page 12 of 28 Pages

1	NAM REPC PERS	ORTING	
		rbridge GP tors, LLC	
	CHEC	·	
	THE		
	APPR	OPRIATE	
2	BOX	IF A	
		BER (b) ý	
	OF A		
2	GROU		
3		USE ONLY ZENSHIP OR	
	PLAC		
4		ANIZATION	
•	ortor	11 (12/11101)	
	Delaw	vare	
		SOLE	
		VOTING	
	5	POWER	
		0	
		-0-	
NUMBER OF		SHARED VOTING	
	6	POWER	
SHARES	U	TOWER	
BENEFICIALLY		66,760	
OWNED BY		SOLE	
EACH REPORTING		DISPOSITIVE	
PERSON WITH	7	POWER	
TERSON WITH			
		-0-	
		SHARED	
	8	DISPOSITIVE POWER	
	o	POWER	
		66,760	
	AGGI	REGATE	
	AMOUNT		
	BENEFICIALLY		
9	OWNED BY EACH		
9	REPORT		
	PERSON		
	66 76	0	
10	66,76		
10			

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11 AMOUNT IN ROW

(9)

0.2%

TYPE OF

REPORTING

12 PERSON

00

CUSIP No. 747301109 13G/A Page 13 of 28 Pages

1	NAME OF REPORTING PERSON Centerbridge Special Credit Partners, L.P. CHECK THE		
2	APPROPRIATE BOX IF A MEMBER (b) ý OF A		
3	GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF		
4	ORGANIZATION		
	Delaware SOLE		
	5	VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	-0- SHARED VOTING POWER	
	7	464,656 SOLE DISPOSITIVE POWER	
	8	-0- SHARED DISPOSITIVE POWER	
9	464,656 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	464,6		

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11 AMOUNT IN ROW

(9)

1.3%

TYPE OF

REPORTING

12 PERSON

CUSIP No. 747301109 13G/A Page 14 of 28 Pages

1	NAME OF REPORTING PERSON	
1	Centerbridge Special Credit Partners General Partner, L.P. CHECK	
2	THE APPROPRIATE BOX IF A MEMBER (b) ý OF A GROUP SEC USE ONLY CITIZENSHIP OR	
3		
4	PLACE OF ORGANIZATION	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	Delaw	are SOLE VOTING
	5	POWER
	6	-0- SHARED VOTING POWER
		464,656 SOLE
	7	DISPOSITIVE POWER
	8	-0- SHARED DISPOSITIVE POWER
9	AMO BENE OWN	EFICIALLY ED BY EACH PRTING ON
	10 1,00	

CHECK BOX

IF THE

AGGREGATE AMOUNT IN ..

10 AMOUN ROW (9)

EXCLUDES CERTAIN SHARES PERCENT OF

CLASS

REPRESENTED BY AMOUNT IN ROW

(9)

1.3% TYPE OF REPORTING PERSON

12 PERSO

11

CUSIP No. 747301109 13G/A Page 15 of 28 Pages

NAME OF 1REPORTING PERSON