

Veritiv Corp  
Form 4  
July 03, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
INTERNATIONAL PAPER CO  
/NEW/

(Last) (First) (Middle)

6400 POPLAR AVE

(Street)

MEMPHIS, TN 38197

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Veritiv Corp [VRTV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 07/01/2014                           |  | J <sup>(1)(2)</sup>            |   | 8,159,900   | A  | <u>(1)</u><br><u>(2)</u>                              |
|                                 |                                      |  |                                |   |   |  | \$ 0  |
| Common Stock                    | 07/01/2014                           |  | J <sup>(1)(2)</sup>            |   | 8,160,000   | D  | <u>(1)</u><br><u>(2)</u>                              |
|                                 |                                      |  |                                |   |   |  | 0   |

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

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(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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| INTERNATIONAL PAPER CO /NEW/<br>6400 POPLAR AVE<br>MEMPHIS, TN 38197 |               | X         |         |       |

## Signatures

/s/ Marla F. Adair, Assistant Secretary  
Date: 07/01/2014

\*\*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 transactions reported on this Form relate to the separation of Veritiv Corporation (the "Issuer") from the Reporting Person,

(1) International Paper Company ("International Paper"), effective July 1, 2014, pursuant to the Contribution and Distribution Agreement, dated as of January 28, 2014, as amended, among International Paper, the Issuer and certain other parties (the "Distribution Agreement").

- Pursuant to the terms of the Distribution Agreement, on July 1, 2014, International Paper (i) contributed to xpedx, LLC ("xpedx LLC") all of its right, title and interest with respect to certain assets and liabilities of the International Paper's xpedx business, and then (ii) contributed xpedx LLC to xpedx Intermediate, LLC ("xpedx Intermediate"), and xpedx Intermediate to the Issuer in exchange for, among other things, a special payment of \$400 million, subject to certain adjustments, and the issuance to International Paper of 8,159,900 shares of common stock of the Issuer (the "Additional Share Issuance"). Following the Additional Share Issuance by the Issuer to International Paper, International Paper distributed all of its 8,160,000 shares of the Issuer to its shareholders on July 1, 2014 on a pro rata basis (the "Distribution"). After the Distribution, International Paper does not own any shares of the Issuer.
- (2)

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.