

Quad/Graphics, Inc.
Form 4
August 22, 2013

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Quadracci Betty Ewens

(Last) (First) (Middle)

C/O QUAD/GRAPHICS, INC., N61
W23044 HARRY'S WAY

(Street)

SUSSEX, WI 53089

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Quad/Graphics, Inc. [QUAD]

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

08/19/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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			
Class A Common Stock					3,608	D	
Class A Common Stock					7,894	I	By 401(a) Plan
Class A Common Stock					1,076,179	I	As trustee - EEQ Tr ⁽¹⁾
Class A Common Stock					1,424	I	As trustee - HRQ for

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

Stock				Rich. ⁽²⁾
Class A Common Stock		11,864	I	As trustee - QCT HRQ ⁽³⁾
Class A Common Stock		17,471	I	As co-trustee - HVQ Life Ins. Tr. ⁽⁴⁾

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.

SEC 1474
(9-02)

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 An Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Class B Common Stock	(5)	08/19/2013		G	V		186,280	(5)	(5)	Class A Common Stock
Class B Common Stock	(5)	08/19/2013		G	V	186,280		(5)	(5)	Class A Common Stock
Stock Options (Right to Buy)	\$ 19.12							05/14/2012	11/18/2021	Class A Common Stock
Stock Options (Right to Buy)	\$ 23.37							(6)	01/31/2017	Class A Common Stock
Stock Options (Right to Buy)	\$ 29.37							(7)	01/31/2018	Class A Common Stock
Stock Options (Right to	\$ 15.37							(8)	01/31/2019	Class A Common Stock

Buy)					
Stock Options (Right to Buy)	\$ 16.62	(9)	01/31/2020	Class A Common Stock	
Stock Options (Right to Buy)	\$ 41.26	(10)	01/01/2021	Class A Common Stock	
Stock Options (Right to Buy)	\$ 14.14	(11)	01/01/2022	Class A Common Stock	
Class B Common Stock	(5)	(5)	(5)	Class A Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quadracci Betty Ewens C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089	X			

Signatures

/s/ Andrew R. Schiesl, Attorney-in-Fact for Betty Ewens
Quadracci

08/22/2013

____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) As Trustee for the Elizabeth E. Quadracci Rev Tr of 1980. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (2) As Trustee for the HRQ 1990 Descendants Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (3) As Trustee for the Quadracci Children's Trust f/b/o Harry R. Quadracci. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (4) As Co-Trustee of the Harry V. Quadracci Life Insurance Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (5) 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.

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

- (6) Became exercisable as to 2,500 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (7) Became exercisable as to 1,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (8) Became exercisable as to 750 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (9) Became exercisable as to 500 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (10) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.
- (11) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.

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.