

Quad/Graphics, Inc.
Form 5
February 14, 2014

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
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1. Name and Address of Reporting Person *
Fowler John C

(Last) (First) (Middle)

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

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive VP and CFO

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

6. Individual or Joint/Group Reporting

(check applicable line)

SUSSEX, WI 53089

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	125,389	D	Â
Class A Common Stock	Â	Â	Â	Â	Â	Â	17,471	I	As co-trustee - HVQ Life Ins. Tr. (1)
	Â	Â	Â	Â	Â	Â	11,488	I	

Class A
Common
Stock

By 401(a)
Plan

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

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(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 Amount Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Options (Right to Buy)	\$ 13.4708	Â	Â	Â	Â	05/14/2012 11/18/2021	Class A Common Stock 7,
Stock Options (Right to Buy)	\$ 19.12	Â	Â	Â	Â	05/14/2012 11/18/2021	Class A Common Stock 6,
Stock Options (Right to Buy)	\$ 13.4708	Â	Â	Â	Â	05/14/2012 11/18/2021	Class A Common Stock 17,
Stock Options (Right to Buy)	\$ 13.4708	Â	Â	Â	Â	05/14/2012 11/18/2021	Class A Common Stock 10,
Stock Options (Right to Buy)	\$ 23.37	Â	Â	Â	Â	Â <u>(2)</u> 01/31/2017	Class A Common Stock 318
Stock Options (Right to Buy)	\$ 29.37	Â	Â	Â	Â	Â <u>(3)</u> 01/31/2019	Class A Common Stock 30,
Stock Options (Right to Buy)	\$ 15.37	Â	Â	Â	Â	Â <u>(4)</u> 01/31/2020	Class A Common Stock 30,

Stock Options (Right to Buy)	\$ 16.62	Â	Â	Â	Â	Â	Â <u>(5)</u>	01/31/2020	Class A Common Stock	45,
Stock Options (Right to Buy)	\$ 41.26	Â	Â	Â	Â	Â	Â <u>(6)</u>	01/01/2021	Class A Common Stock	34,
Stock Options (Right to Buy)	\$ 14.14	Â	Â	Â	Â	Â	Â <u>(7)</u>	01/01/2022	Class A Common Stock	34,
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â <u>(8)</u>	Â <u>(8)</u>	Class A Common Stock	51,
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â <u>(8)</u>	Â <u>(8)</u>	Class A Common Stock	800
Class B Common Stock	Â	12/09/2013	Â	G	119,837	Â	Â <u>(8)</u>	Â <u>(8)</u>	Class A Common Stock	119
Class B Common Stock	Â	12/09/2013	Â	G	126,488	Â	Â <u>(8)</u>	Â <u>(8)</u>	Class A Common Stock	126
Class B Common Stock	Â	12/09/2013	Â	G	126,504	Â	Â <u>(8)</u>	Â <u>(8)</u>	Class A Common Stock	126
Class B Common Stock	Â	12/09/2013	Â	G	126,473	Â	Â <u>(8)</u>	Â <u>(8)</u>	Class A Common Stock	126
Class B Common Stock	Â	12/06/2013	Â	G	111,660	Â	Â <u>(8)</u>	Â <u>(8)</u>	Class A Common Stock	111

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

^ ^ ^ Executive
VP and CFO ^

Signatures

/s/ Russell E. Ryba, Attorney-In-Fact for John C.
Fowler

02/14/2014

__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).
- (1) As Trustee for the Harry V. Quadracci Life Insurance Trust. The reporting person disclaims beneficial ownership of the reported securities.
- (2) Became exercisable as to 263,940 shares on May 14, 2012, and the remaining shares became exercisable on November 18, 2012.
- (3) Vests and becomes exercisable in two equal annual installments beginning on November 18, 2012.
- (4) Vests and becomes exercisable in three equal annual installments beginning on November 18, 2012.
- (5) Became exercisable as to 14,850 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.
- (6) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.
- (7) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.
- (8) 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.
- (9) As Trustee for certain GRATs established by Betty Ewens Quadracci. The reporting person disclaims beneficial ownership of the reported securities.
- (10) As Trustee for the HVQ 1992 Descendants Trust f/b/o H. Richard Quadracci. 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.
- (11) As Trustee for the HVQ 1992 Descendants Trust f/b/o H. Kathryn Q. Flores. 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.
- (12) As Trustee for the HVQ 1992 Descendants Trust f/b/o J. Joel Quadracci. 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.
- (13) As Trustee for the HVQ 1992 Descendants Trust f/b/o Elizabeth Q. Harned. 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.
- (14) 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 provided 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.