

Quadracci J Joel
 Form 5
 February 14, 2019

FORM 5

**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).
 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

1. Name and Address of Reporting Person *
 Quadracci J Joel
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

C/O QUAD/GRAPHICS, INC.
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, Pres. & CEO

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

6. Individual or Joint/Group Reporting
 (check applicable line)

SUSSEX, WI 53089
 (City) (State) (Zip)

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) | (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 889,552 | D | Â |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 4,085 | I | By 401(a) Plan |

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

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SEC 2270 (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) | |
|--|--|--------------------------------------|-----|--|--------------------------------|---|-----------------|--|----------------------------|---|---------|
| | | (A) | (D) | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Class B Common Stock | Â | 03/22/2018 | Â | Â | G | Â | 4,204 | Â (1) | Â (1) | Class A Common Stock | 4,204 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â | Â (1) | Â (1) | Class A Common Stock | 2,354 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â | Â (1) | Â (1) | Class A Common Stock | 2,354 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â | Â (1) | Â (1) | Class A Common Stock | 5,480 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â | Â (1) | Â (1) | Class A Common Stock | 120,000 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â | Â (1) | Â (1) | Class A Common Stock | 5,480 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â | Â (1) | Â (1) | Class A Common Stock | 2,354 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â | Â (1) | Â (1) | Class A Common Stock | 5,480 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â | Â (1) | Â (1) | Class A Common Stock | 2,354 |

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| | | | | | | | | | | |
|------------------------------|------------|---|---|---|---|---|---------------|------------|----------------------|---------|
| Stock Options (Right to Buy) | \$ 15.37 | Â | Â | Â | Â | Â | Â <u>(10)</u> | 01/31/2019 | Class A Common Stock | 100,000 |
| Stock Options (Right to Buy) | \$ 16.62 | Â | Â | Â | Â | Â | Â <u>(10)</u> | 01/31/2020 | Class A Common Stock | 150,000 |
| Stock Options (Right to Buy) | \$ 41.26 | Â | Â | Â | Â | Â | Â <u>(10)</u> | 01/01/2021 | Class A Common Stock | 119,640 |
| Stock Options (Right to Buy) | \$ 13.4708 | Â | Â | Â | Â | Â | Â <u>(10)</u> | 11/18/2021 | Class A Common Stock | 4,410 |
| Stock Options (Right to Buy) | \$ 13.4708 | Â | Â | Â | Â | Â | Â <u>(10)</u> | 11/18/2021 | Class A Common Stock | 6,825 |
| Stock Options (Right to Buy) | \$ 13.4708 | Â | Â | Â | Â | Â | Â <u>(10)</u> | 11/18/2021 | Class A Common Stock | 3,938 |
| Stock Options (Right to Buy) | \$ 13.4708 | Â | Â | Â | Â | Â | Â <u>(10)</u> | 11/18/2021 | Class A Common Stock | 9,000 |
| Stock Options (Right to Buy) | \$ 13.4708 | Â | Â | Â | Â | Â | Â <u>(10)</u> | 11/18/2021 | Class A Common Stock | 5,250 |
| Stock Options (Right to Buy) | \$ 13.4708 | Â | Â | Â | Â | Â | Â <u>(10)</u> | 11/18/2021 | Class A Common Stock | 4,250 |
| Stock Options (Right to Buy) | \$ 13.4708 | Â | Â | Â | Â | Â | Â <u>(10)</u> | 11/18/2021 | Class A Common Stock | 3,675 |
| Stock Options (Right to Buy) | \$ 14.14 | Â | Â | Â | Â | Â | Â <u>(10)</u> | 01/01/2022 | Class A Common Stock | 39,881 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Quadracci J Joel C/O QUAD/GRAPHICS, INC. SUSSEX, WI 53089 | X | A | A Chairman, Pres. & CEO | A |

Signatures

/s/ Sherilyn R. Whitmoyer, Attorney-in-fact for J. Joel
Quadracci

02/14/2019

__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) 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.
As Trustee for the Alexander Q. Harned 2007 Trust. 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 his pecuniary interest therein.
- (2) As Trustee for the Elizabeth Quadracci Harned 2003 Trust. 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 his pecuniary interest therein.
- (3) As Trustee for the Harry Virgil Quadracci Flores 2002 Trust. 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 his pecuniary interest therein.
- (4) 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.
- (5) As Trustee for the Isabella Marion Flores 1999 Trust. 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 his pecuniary interest therein.
- (6) As Trustee for the Kathryn B. Harned 2004 Trust. 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 his pecuniary interest therein.
- (7) As Trustee for the Kaitlin Mary Flores 2000 Trust. 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 his pecuniary interest therein.
- (8) As Trustee for the William V. Harned 2006 Trust. 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 his pecuniary interest therein.
- (9) As Trustee for the William V. Harned 2006 Trust. 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 his pecuniary interest therein.
- (10) All options are currently vested and currently exercisable.

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.