

WestRock Co
Form 4/A
November 12, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LUKE JOHN A JR

(Last) (First) (Middle)

504 THRASHER STREET

(Street)

NORCROSS, GA 30071

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WestRock Co [WRK]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/06/2015

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
Common Stock					325,085	D	
Common Stock					2,269	I	By Spouse
Common Stock					11,197	I	By Daughter
Common Stock					7,644	I	By Daughter
Common Stock					7,064	I	By Son
					140,680	I	

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Common Stock				In Family Trust
Common Stock	33,912	I		In Employee Stock Plan
Common Stock	105,387	I		In Deferred Income Plan

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0					(2)	(2)	Common Stock	92,583

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LUKE JOHN A JR 504 THRASHER STREET NORCROSS, GA 30071	X

Signatures

Robert B. McIntosh (attorney-in-fact pursuant to power of attorney previously filed with SEC)

11/11/2015

____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) Restricted Stock Units reported were 55,109 and should have been 92,583.

On July 1, 2015, WestRock Company ("WestRock", formerly Rome-Milan Holdings, Inc.), Rock-Tenn Company ("RockTenn") and MeadWestvaco Corporation ("MWV") consummated a business combination transaction (the "Combination") as a result of which RockTenn and MWV each became a direct wholly owned subsidiary of WestRock. At the time of the Merger, the performance conditions with respect to MWV performance-based restricted stock units ("MWV PSUs") were deemed to be earned based on actual performance from January 1, 2015 through the time of the Merger, and the MWV PSUs (and related converted awards as described below, as so earned, have vested immediately following the merger in accordance with their terms subject to deferred distribution under 409(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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