Quad/Graphics, Inc.
Form 4
April 02, 2014

# FORM 4

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

**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 |
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blais David A

(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)
03/31/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President *

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 | | | |
| Class A Common Stock | 03/31/2014 | | A | | 26,316 (1) | A | $ 0 | 65,714 (1) | D | |
| Class A Common Stock | | | | | | | | 5,136 | 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 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 Derivat Securit (Instr. |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Options (Right to Buy) | $ 13.4708 | | | | | | | (2) | 11/18/2021 | Class A Common Stock | 2,757 | |
| Stock Options (Right to Buy) | $ 13.4708 | | | | | | | (3) | 11/18/2021 | Class A Common Stock | 5,775 | |
| Stock Options (Right to Buy) | $ 13.4708 | | | | | | | (4) | 11/18/2021 | Class A Common Stock | 6,350 | |
| Stock Options (Right to Buy) | $ 13.4708 | | | | | | | (5) | 11/18/2021 | Class A Common Stock | 5,250 | |
| Stock Options (Right to Buy) | $ 13.4708 | | | | | | | (6) | 11/18/2021 | Class A Common Stock | 5,250 | |
| Stock Options (Right to Buy) | $ 13.4708 | | | | | | | (7) | 11/18/2021 | Class A Common Stock | 10,000 | |
| Stock Options (Right to Buy) | $ 13.4708 | | | | | | | (7) | 11/18/2021 | Class A Common Stock | 10,000 | |
| Stock Options (Right to | $ 23.37 | | | | | | | (8) | 01/31/2017 | Class A Common Stock | 60,000 | |

| | | | | | | |
|---|---|---|---|---|---|---|
| Buy) | | | | | | |
| Stock Options (Right to Buy) | $ 29.37 | | (9) | 01/31/2018 | Class A Common Stock | 20,000 |
| Stock Options (Right to Buy) | $ 15.37 | | (10) | 01/31/2019 | Class A Common Stock | 20,000 |
| Stock Options (Right to Buy) | $ 16.62 | | (10) | 01/31/2020 | Class A Common Stock | 30,000 |
| Stock Options (Right to Buy) | $ 41.26 | | (11) | 01/01/2021 | Class A Common Stock | 23,929 |
| Stock Options (Right to Buy) | $ 14.14 | | (12) | 01/01/2022 | Class A Common Stock | 23,929 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Blais David A<br>C/O QUAD/GRAPHICS, INC.<br>N61 W23044 HARRY'S WAY<br>SUSSEX, WI 53089 | | | Executive Vice President * | |

# Signatures

| | |
|---|---|
| /s/ Russell E. Ryba, Attorney-In-Fact for David A. Blais | 04/02/2014 |
| **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)** Includes 26,316 shares of restricted stock granted under the Quad/Graphics, Inc. 2010 Omnibus Incentive Plan that will vest on March 1, 2017.

**(2)** Became exercisable as to 1,654 shares on May 14, 2012, and become exercisable ratably over the next two years with respect to the remaining shares beginning on November 18, 2012.

**(3)** Became exercisable as to 3,675 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.

**(4)** Became exercisable as to 2,675 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.

**(5)** Became exercisable as to 3,150 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)** Became exercisable as to 2,887 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 4,500 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.

**(8)** Became exercisable as to 30,000 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.

**(9)** Became exercisable as to 8,000 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.

**(10)** Became exercisable as to 6,000 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.

**(11)** Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.

**(12)** Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.

**Remarks:**

* Executive Vice President of Global Procurement & Platform Strategy

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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