

VOORHEES STEVEN C
Form 4
February 06, 2018

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
VOORHEES STEVEN C

(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)
01/30/2018

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)
CEO - President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/30/2018 | | F | D | \$ 68.16 | D | |
| Common Stock | 02/01/2018 | | M | A | \$ 66.28 | D | |
| Common Stock | 02/01/2018 | | F | D | \$ 66.28 | D | |
| Common Stock | 02/02/2018 | | A | A | \$ 67.24 | D | |
| Common Stock | 02/02/2018 | | A | A | \$ 67.24 | D | |

Edgar Filing: VOORHEES STEVEN C - Form 4

Common Stock 02/02/2018 F 43,577 D \$ 67.24 709,349 ⁽³⁾ D

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| VOORHEES STEVEN C 504 THRASHER STREET NORCROSS, GA 30071 | X | | CEO - President | |

Signatures

Robert B. McIntosh (attorney-in-fact pursuant to power of attorney previously filed with SEC) 02/06/2018

__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).
- Relates to a grant of performance-based stock on August 5, 2015, which, pursuant to its terms, vested on January 30, 2018, and for which
- (1) the performance results were certified by the Company's Compensation Committee on February 1, 2018. Amount includes 2,897 shares received from dividend reinvestments on grant awarded.
 - (2) As reported in our Form 8-K filed with the SEC on September 28, 2017, (a) Mr. Voorhees returned 20,588 shares of our common stock, representing the number of shares awarded as part of a stock award made to him in January 2014 in excess of the applicable grant limit,

Edgar Filing: VOORHEES STEVEN C - Form 4

net of 18,967 shares that were withheld to satisfy applicable taxes, plus \$24,706 representing cash dividends received on the 20,588 shares of stock and (b) a stock award made to Mr. Voorhees in August 2015 was reduced by 50,326 unvested shares, representing the number of shares awarded in excess of the grant limit under the applicable grant limit. The Compensation Committee determined to make the award described in this Form 4 to address the return of shares and forfeiture of shares described above. Because those shares would have vested prior to the date of this award, the Compensation Committee determined that the shares subject to this award should vest upon grant.

(3) Amount includes 1,703 shares received as dividend reinvestment on grant issued 07/01/2018.

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.