Ward Charles Form 4 April 26, 2018

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

(Print or Type Responses)

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person * Ward Charles

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Veritiv Corp [VRTV]

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

04/25/2018

(Street)

NE, BUILDING 400, SUITE 1700

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Officer (give title

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

ATLANTA, GA 30328-3091

1000 ABERNATHY ROAD

(City) (State) 1. Title of

(Month/Day/Year)

2. Transaction Date 2A. Deemed 3. 4. Securities Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year)

Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) Reported (A) Transaction(s)

or Code V Amount (D) Price

5. Amount of 7. Nature of 6. Ownership Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following

(Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

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(Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date (Month/Day/Year) Security or Exercise any Code Securities

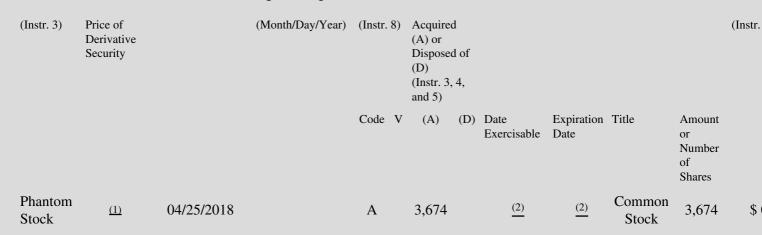
7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

1

Deriva

Securi

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ward Charles 1000 ABERNATHY ROAD NE BUILDING 400, SUITE 1700 ATLANTA, GA 30328-3091

Signatures

/s/ Mark W. Hianik, Attorney-in-Fact for Charles G. Ward, III

04/26/2018

**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).
- (1) Each share of phantom stock is the economic equivalent of one share of Veritiv Corporation common stock.
- (2) Shares of phantom stock are fully vested and non-forfeitable on the grant date and shall be paid to the reporting person in shares of Veritiv Corporation common stock on the elected distribution date under the Veritiv Corporation Deferred Compensation Savings Plan.

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.

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