Quadracci J Joel
Form 4
February 08, 2018

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

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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 *
Quadracci J Joel

(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)
12/13/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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								1,125,005	D	
Class A Common Stock								5,395	I	By 401(a) Plan
Class A Common Stock								113,741	I	As trustee - HRQ 2010 Tr (1)

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

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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)	
				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	4,410
Stock Options (Right to Buy)	$ 13.4708							(3)	11/18/2021	Class A Common Stock	5,250
Stock Options (Right to Buy)	$ 13.4708							(3)	11/18/2021	Class A Common Stock	6,825
Stock Options (Right to Buy)	$ 13.4708							(4)	11/18/2021	Class A Common Stock	3,675
Stock Options (Right to Buy)	$ 13.4708							(4)	11/18/2021	Class A Common Stock	3,938
Stock Options (Right to Buy)	$ 13.4708							(5)	11/18/2021	Class A Common Stock	9,000
Stock Options (Right to Buy)	$ 13.4708							(6)	11/18/2021	Class A Common Stock	4,250

Stock Options (Right to Buy)	$ 29.37					(7)	01/31/2018	Class A Common Stock	100,000
Stock Options (Right to Buy)	$ 15.37					(8)	01/31/2019	Class A Common Stock	100,000
Stock Options (Right to Buy)	$ 16.62					(8)	01/31/2020	Class A Common Stock	150,000
Stock Options (Right to Buy)	$ 41.26					(9)	01/01/2021	Class A Common Stock	119,643
Stock Options (Right to Buy)	$ 14.14					(10)	01/01/2022	Class A Common Stock	39,881
Class B Common Stock	(11)					(11)	(11)	Class A Common Stock	233,568
Class B Common Stock	(11)	12/13/2017	G	V	2,262	(11)	(11)	Class A Common Stock	2,262
Class B Common Stock	(11)	12/13/2017	G	V	2,262	(11)	(11)	Class A Common Stock	2,262
Class B Common Stock	(11)	12/13/2017	G	V	2,262	(11)	(11)	Class A Common Stock	2,262
Class B Common Stock	(11)	12/13/2017	G	V	2,262	(11)	(11)	Class A Common Stock	2,262
Class B Common Stock	(11)					(11)	(11)	Class A Common Stock	120,009
Class B Common	(11)					(11)	(11)	Class A Common	5,480

Stock					Stock	
Class B Common Stock	(11)		(11)	(11)	Class A Common Stock	5,480
Class B Common Stock	(11)		(11)	(11)	Class A Common Stock	5,480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quadracci J Joel C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089	X		Chairman, Pres. & CEO	

Signatures

/s/ Jennifer J. Kent, Attorney-In-Fact for J. Joel Quadracci	02/08/2018
**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) As Trustee for the H. Richard Quadracci 2010 Trust. 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.

(2) Became exercisable as to 3,307 shares on May 14, 2012, and became exercisable ratably over the next two years with respect to the remaining shares beginning on November 18, 2012.

(3) Became exercisable as to 3,150 shares on May 14, 2012, and became exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(4) Became exercisable as to 1,575 shares on May 14, 2012, and became exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(5) Became exercisable as to 3,500 shares on May 14, 2012, and became exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(6) Became exercisable as to 1,500 shares on May 14, 2012, and became exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(7) Became exercisable as to 40,000 shares on May 14, 2012, and became 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 became exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(9) Became exercisable in three equal annual installments beginning on January 1, 2013.

(10) Became exercisable in three equal annual installments beginning on January 1, 2014.

(11) 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.

(12) 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.

(13) 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.

(14) 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.

(15) 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.

(16) 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.

(17) 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.

(18) 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.

(19) 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.

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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