

St. John Adam  
Form 4  
April 01, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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 \*  
St. John Adam

2. Issuer Name and Ticker or Trading Symbol  
Verso Corp [VRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
8540 GANDER CREEK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
03/28/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SVP - Manufacturing

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MIAMISBURG, OH 45342

(City) (State) (Zip)

**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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	03/28/2019		A		11,876	<u>A</u> (1)	\$ 0	74,864 <u>(2)</u>	D
Class A Common Stock	03/28/2019		A		3,235	<u>A</u> (3)	\$ 0	20,087 <u>(4)</u>	I By Spouse

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Number of Shares		

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

St. John Adam  
8540 GANDER CREEK DRIVE  
MIAMISBURG, OH 45342

Director    10% Owner    Officer    Other

SVP - Manufacturing

## Signatures

/s/ St. John Daugherty, as  
Attorney-in-Fact

04/01/2019

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) Consists of 11,876 Stock Units. Each Stock Unit represents the right, subject to vesting, to receive one share of Class A Common Stock. The Stock Units will vest as follows: (i) 33% on January 1, 2020; (ii) 33% on January 1, 2021; and (iii) 34% on January 1, 2022. The reported Stock Units do not include 11,877 Stock Units that will vest on or about January 1, 2022, if certain performance objectives established by the issuer have been met.

(2) Consists of: (i) the 11,876 Stock Units described in footnote (1); (ii) 3,393 shares of Class A Common Stock; (iii) 2,403 Stock Units that will vest on July 28, 2019; (iv) 42,373 Stock Units vesting in two substantially equal installments beginning on January 1, 2020; and (v) 14,819 Stock Units vesting in two substantially equal installments beginning on January 1, 2021.

(3) Consists of 3,235 Stock Units held by Mr. St. John's spouse. Each Stock Unit represents the right, subject to vesting, to receive one share of Class A Common Stock. The Stock Units will vest as follows: (i) 33% on January 1, 2020; (ii) 33% on January 1, 2021; and (iii) 34% on January 1, 2022. The reported Stock Units do not include 3,235 Stock Units that will vest on or about January 1, 2022, if certain performance objectives established by the issuer have been met.

(4) Consists of: (i) the 3,235 Stock Units described in footnote (3); (ii) 1,094 shares of Class A Common Stock; (iii) 775 Stock Units that will vest on July 28, 2019; (iv) 11,101 Stock Units vesting in two substantially equal installments beginning on January 1, 2020; and (v) 3,882 Stock Units vesting in two substantially equal installments beginning on January 1, 2021.

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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