Flores Kathryn Quadracci Form 4 April 25, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *_Flores Kathryn Quadracci			2. Issuer Name and Ticker or Trading Symbol Quad/Graphics, Inc. [QUAD]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
QUAD/GRAPHICS, INC., N61 W23044 HARRY'S WAY			(Month/Day/Year) 04/23/2018	X Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SUSSEX, W	I 53089-399	5	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired. Disposed of, or Beneficially Owned			

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	oror Dispos (Instr. 3,	(A)	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)
Class A Common Stock	04/23/2018		Code V $S_{\underline{(1)}}$	Amount 50,000	(D)	Price \$ 25.7215 (2)	235,894 (3)	D	
Class A Common Stock	04/23/2018		S <u>(1)</u>	200	D	\$ 25.96	235,694	D	
Class A Common Stock	04/24/2018		S <u>(1)</u>	22,300	D	\$ 25.9685 (4)	213,394	D	
Class A Common							28,736	I	As trustee - HRQ

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Stock			2014 Trust					
Class A Common Stock	1,675	I	By 401(a) Plan					
Class A Common Stock	4,067	I	As trustee - MAQ 2001 Trust					
Class A Common Stock	4,067	I	As trustee - HVQ 2003 Trust					
Class A Common Stock	4,067	I	As trustee - DQ 2008 Trust					
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 on 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
Class B Common Stock	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	1,601
Class B Common Stock	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	14,915

SEC 1474

(9-02)

8. Pri Deriv Secu (Instr

Class B Common Stock	(5)	03/22/2018	G	V	1,401	<u>(5)</u>	(5)	Class A Common Stock	1,401	\$
Class B Common Stock	<u>(5)</u>	03/22/2018	G	V	1,402	(5)	<u>(5)</u>	Class A Common Stock	1,402	\$
Class B Common Stock	<u>(5)</u>	03/22/2018	G	V	1,401	<u>(5)</u>	(5)	Class A Common Stock	1,401	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Flores Kathryn Quadracci
QUAD/GRAPHICS, INC.
N61 W23044 HARRY'S WAY
SUSSEX, WI 53089-3995

Signatures

/s/ Jennifer J. Kent, Attorney-in-Fact for Kathryn Quadracci Flores

04/25/2018

**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) The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 23, 2018.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$25.57 to \$25.96. The reporting person has (2) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.
- (3) Includes 246 additional deferred stock units resulting from the payment of dividends on the Class A Common Stock underlying deferred stock units previously granted.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$25.96 to \$26.002. The reporting person has (4) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.
- (5) 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.

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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