

WestRock Co
Form 4
July 06, 2015

FORM 4

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

OMB APPROVAL

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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 *
LUKE JOHN A JR

(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)
07/01/2015

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)

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|-------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/01/2015 | | A | | 325,085 | A | (1) (2) (3) | 325,085 | D | |
| Common Stock | 07/01/2015 | | A | | 2,269 | A | (1) (2) (3) | 2,269 | I | By Spouse |
| Common Stock | 07/01/2015 | | A | | 11,197 | A | (1) (2) (3) | 11,197 | I | By Daughter |
| Common Stock | 07/01/2015 | | A | | 7,644 | A | (1) (2) (3) | 7,644 | I | By Daughter |
| | 07/01/2015 | | A | | 7,064 | A | | 7,064 | I | By Son |

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| Common Stock | | | | | (1) (2) (3) | | | |
|--------------|------------|---|---------|---|-------------------|---------|---|-------------------------|
| Common Stock | 07/01/2015 | A | 140,680 | A | (1) (2) (3) | 140,680 | I | In Family Trust |
| Common Stock | 07/01/2015 | A | 33,912 | A | (1) (2) (3) | 33,912 | I | In Employee Stock Plan |
| Common Stock | 07/01/2015 | A | 105,387 | A | (1) (2) (3) | 105,387 | I | In Deferred Income Plan |

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.

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(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 Security (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Non-Qualified Stock Option | \$ 70.21 | 07/01/2015 | | A | | 77,766 | | (4) | 02/23/2025 | Common Stock | 7 |
| Non-Qualified Stock Option | \$ 46.02 | 07/01/2015 | | A | | 114,145 | | (6) | 02/24/2024 | Common Stock | 1 |
| Non-Qualified Stock Option | \$ 43.04 | 07/01/2015 | | A | | 128,595 | | (7) | 02/25/2023 | Common Stock | 1 |
| Non-Qualified Stock Option | \$ 35.04 | 07/01/2015 | | A | | 233,245 | | (8) | 06/25/2022 | Common Stock | 2 |
| Non-Qualified Stock Option | \$ 32.62 | 07/01/2015 | | A | | 168,490 | | (8) | 02/28/2021 | Common Stock | 1 |
| Non-Qualified Stock Option | \$ 26.48 | 07/01/2015 | | A | | 13,505 | | (8) | 02/22/2020 | Common Stock | 1 |
| Non-Qualified Stock Option | \$ 26.48 | 07/01/2015 | | A | | 236,956 | | (8) | 02/22/2020 | Common Stock | 2 |
| | \$ 10.09 | 07/01/2015 | | A | | 690,719 | | (8) | 02/23/2019 | | 6 |

| | | | | | | | | | |
|----------------------------|----------|------------|---|---------|------|------------|--|--------------|----|
| Non-Qualified Stock Option | | | | | | | | Common Stock | |
| Non-Qualified Stock Option | \$ 30.22 | 07/01/2015 | A | 213,698 | (8) | 02/25/2018 | | Common Stock | 2 |
| Non-Qualified Stock Option | \$ 35.68 | 07/01/2015 | A | 167,994 | (8) | 02/26/2017 | | Common Stock | 10 |
| Non-Qualified Stock Option | \$ 31.3 | 07/01/2015 | A | 173,145 | (8) | 02/27/2016 | | Common Stock | 11 |
| Restricted Stock Units | \$ 0 | 07/01/2015 | A | 55,109 | (9) | (9) | | Common Stock | 5 |
| Restricted Stock Units | \$ 0 | 07/01/2015 | A | 75,002 | (10) | (10) | | Common Stock | 7 |
| Restricted Stock Units | \$ 0 | 07/01/2015 | A | 89,756 | (11) | (11) | | Common Stock | 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUKE JOHN A JR 504 THRASHER STREET NORCROSS, GA 30071 | | X | | |

Signatures

Robert B. McIntosh (Attorney-in-fact pursuant to power of attorney previously filed with the SEC)

07/06/2015

**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).

- "On July 1, 2015, WestRock Company ("WestRock", formerly Rome-Milan Holdings, Inc.), Rock-Tenn Company ("RockTenn") and MeadWestvaco Corporation ("MWV") consummated a business combination transaction (the "Combination"), as a result of which RockTenn and MWV each became a direct wholly owned subsidiary of WestRock. Pursuant to the terms of the Second Amended and Restated Business Combination Agreement, dated as of April 17, 2015 and amended as of May 5, 2015, by and among WestRock, RockTenn, MWV, Rome Merger Sub, Inc. and Milan Merger Sub, LLC, (i) each share of RockTenn Class A common stock issued and outstanding immediately prior to the effective time of the Combination was cancelled and converted into the right to receive, at the election of the RockTenn shareholder (but subject to certain proration procedures),
- (1) either (A) one share of WestRock common stock or (B) cash in an amount equal to the volume weighted average price per share of RockTenn common stock on the New York Stock Exchange for the consecutive period over the five trading days immediately preceding (but not including) the third trading day prior to the effective time of the Combination, and (ii) each share of MWV common stock issued and outstanding immediately prior to the effective time of the Combination was cancelled and converted into the right to receive 0.78 shares of WestRock common stock (the "MWV Exchange Ratio").
- (2) Equity-based awards granted pursuant to RockTenn plans and MWV plans that were outstanding immediately prior to the effective time of the Combination were converted into corresponding awards in respect of WestRock common stock at the effective time of the Combination, subject to the same terms and conditions (including applicable vesting requirements) as were applicable to such awards prior to the consummation of the Combination; provided, that equity-based awards granted pursuant to MWV plans were adjusted to
- (3)

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reflect the MWV Exchange Ratio."

- (4) The underlying MWV option was unvested at the time of the Merger, and the converted option to purchase WestRock common stock has vested in accordance with its terms immediately following the merger.

In accordance with the terms of the BCA, each MeadWestvaco stock option outstanding and unexercised immediately prior to the effective time of the Merger was converted automatically into an option to purchase a number of shares of WestRock common stock, rounded down to the nearest whole share, equal to the product determined by multiplying the number of shares of MWV common stock subject to such MWV options immediately prior to the effective time of the Merger by 0.78, at a per-share exercise price, rounded up to the nearest whole cent, equal to the quotient determined by dividing the per-share exercise price of the MWV option by 0.78.

- (5) One-third of the underlying MWV option was vested at the time of the Merger. Immediately following the Merger, the unvested portion of the converted option to purchase WestRock common stock has vested in accordance with its terms.
- (6) Two-thirds of the underlying MWV option was vested at the time of the merger. Immediately following the Merger, the unvested portion of the converted option has vested in accordance with its terms.
- (7) These options are fully exercisable.

- (8) At the time of the Merger, the performance conditions with respect to MWV performance-based restricted stock units ("MWV PSUs") were deemed to be earned based on actual performance from January 1, 2015 through the time of the Merger, and the MWV PSUs (and related converted awards as described below), as so earned, have vested immediately following the merger in accordance with their terms subject to deferred distribution under 409(A).

- (9) The performance conditions with respect to MWV PSUs were deemed to be earned based on target performance at the time of the Merger, and the MWV PSUs (and related converted awards as described below), as so earned, have vested immediately following the merger in accordance with their terms subject to deferred distribution under 409(A).

- (10) The performance conditions with respect to MWV PSUs were deemed to be earned based on target performance at the time of the Merger, and the MWV PSUs (and related converted awards as described below), as so earned have vested immediately following the merger in accordance with their terms subject to deferred distribution under 409(A).

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.