

STONE ROGER W
Form 4
November 01, 2018

FORM 4

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

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).

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 *
STONE ROGER W

2. Issuer Name and Ticker or Trading Symbol
KAPSTONE PAPER & PACKAGING CORP [KS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

KAPSTONE PAPER AND PACKAGING CORPORATION, 1101 SKOKIE BLVD., STE 300

(Street)

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

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

NORTHBROOK, IL 60062-6141

(City) (State) (Zip)

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 | Price | |
| Common Stock | 10/30/2018 | | M | | 92,192 | A \$ 4.68 | 3,445,611 D |
| Common Stock | 10/30/2018 | | F ⁽¹⁾ | | 47,711 | D \$ 34.985 | 3,397,900 D |
| Common Stock | 10/30/2018 | | M | | 116,646 | A \$ 7.305 | 3,514,546 D |
| Common Stock | 10/30/2018 | | F ⁽¹⁾ | | 65,241 | D \$ 34.985 | 3,449,305 D |

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 4.68 | 10/30/2018 | | M | 92,192 | (2) 05/27/2020 | Common Stock 92,192 |
| Stock Option (Right to Buy) | \$ 7.305 | 10/30/2018 | | M | 116,646 | (3) 03/03/2021 | Common Stock 116,646 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STONE ROGER W KAPSTONE PAPER AND PACKAGING CORPORATION 1101 SKOKIE BLVD., STE 300 NORTHBROOK, IL 60062-6141 | X | | Executive Chairman | |

Signatures

/s/ Timothy W. Schmidt,
Attorney-in-Fact

11/01/2018

**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) Represents a "net exercise" of stock options. These shares were withheld for payment of the exercise price and applicable taxes.

(2) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on May 27, 2010.

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- (3) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on March 3, 2011.

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