

CONSOLIDATED GRAPHICS INC /TX/

Form 4

January 31, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BIRO JON C

2. Issuer Name **and** Ticker or Trading
Symbol

**CONSOLIDATED GRAPHICS INC
/TX/ [CGX]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

01/31/2014

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
ExecVP,Chf Fin&Acct Ofcr & Sec

**C/O CONSOLIDATED GRAPHICS,
INC., 5858 WESTHEIMER, SUITE
200**

(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

HOUSTON, TX 77057

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/31/2014		D	37,000	D	11	0

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 28.85	01/31/2014		D		80,000		<u>(2)</u>	09/19/2022	Common Stock	80,000
Stock Options	\$ 50.14	01/31/2014		D		15,000		<u>(3)</u>	11/04/2021	Common Stock	15,000
Stock Options	\$ 40.99	01/31/2014		D		30,000		<u>(4)</u>	01/14/2018	Common Stock	30,000
Stock Options	\$ 42.34	01/31/2014		D		8,000		<u>(5)</u>	09/14/2020	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BIRO JON C
C/O CONSOLIDATED GRAPHICS, INC.
5858 WESTHEIMER, SUITE 200
HOUSTON, TX 77057

ExecVP,Chf Fin&Acct Ofcr & Sec

Signatures

/s/ Jon C. Biro 01/31/2014

__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).

Disposed of pursuant to the Agreement and Plan of Merger by and among issuer, R.R. Donnelley & Sons Company and Hunter Merger
(1) Sub, Inc. dated as of October 23, 2013, in exchange for 61,087 shares of R.R. Donnelley & Sons common stock and \$1,274,280 in cash consideration at the Effective Time of the merger.

The stock option, which provided for vesting after five years, was cancelled in the merger in exchange for a cash payment of
(2) \$3,023,684.56, equal to (i) the Per Share Stock Option Consideration multiplied by (ii) the aggregate number of shares of Consolidated Graphics common stock into which this option was exercisable immediately prior to the Effective Time.

The stock option, which provided for vesting after five years, was cancelled in the merger in exchange for a cash payment of
(3) \$247,590.86, equal to (i) the Per Share Stock Option Consideration multiplied by (ii) the aggregate number of shares of Consolidated Graphics common stock into which this option was exercisable immediately prior to the Effective Time.

(4)

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The stock option, which provided for vesting after five years, was cancelled in the merger in exchange for a cash payment of \$769,681.71, equal to (i) the Per Share Stock Option Consideration multiplied by (ii) the aggregate number of shares of Consolidated Graphics common stock into which this option was exercisable immediately prior to the Effective Time.

- (5) The stock option, which provided for vesting after five years, was cancelled in the merger in exchange for a cash payment of \$194,448.46, equal to (i) the Per Share Stock Option Consideration multiplied by (ii) the aggregate number of shares of Consolidated Graphics common stock into which this option was exercisable immediately prior to the Effective Time.

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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