Quad/Graphics, Inc. Form 4 January 10, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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

obligations

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 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Blais David A Issuer Symbol Quad/Graphics, Inc. [QUAD] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O QUAD/GRAPHICS, INC., N61 01/01/2014 below) W23044 HARRY'S WAY **EVP Sales and Client Services** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **SUSSEX, WI 53089** Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A

 $F^{(1)}$ Common 1,495 D D 01/01/2014 38,643 27 23 Stock

Class A

By 401(a) Common 5.136 I Plan Stock

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration (Month/D		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisab	Expiration le Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 13.4708					(2)	11/18/2021	Class A Common Stock	2,757	
Stock Options (Right to Buy)	\$ 13.4708					(3)	11/18/2021	Class A Common Stock	5,775	
Stock Options (Right to Buy)	\$ 13.4708					<u>(4)</u>	11/18/2021	Class A Common Stock	6,350	
Stock Options (Right to Buy)	\$ 13.4708					(5)	11/18/2021	Class A Common Stock	5,250	
Stock Options (Right to Buy)	\$ 13.4708					<u>(6)</u>	11/18/2021	Class A Common Stock	5,250	
Stock Options (Right to Buy)	\$ 13.4708					<u>(7)</u>	11/18/2021	Class A Common Stock	10,000	
Stock Options (Right to Buy)	\$ 13.4708					<u>(7)</u>	11/18/2021	Class A Common Stock	10,000	
Stock Options (Right to	\$ 23.37					(8)	01/31/2017	Class A Common Stock	60,000	

Buy)					
Stock Options (Right to Buy)	\$ 29.37	<u>(9)</u>	01/31/2018	Class A Common Stock	20,000
Stock Options (Right to Buy)	\$ 15.37	(10)	01/31/2019	Class A Common Stock	20,000
Stock Options (Right to Buy)	\$ 16.62	(10)	01/31/2020	Class A Common Stock	30,000
Stock Options (Right to Buy)	\$ 41.26	(11)	01/01/2021	Class A Common Stock	23,929
Stock Options (Right to Buy)	\$ 14.14	(12)	01/01/2022	Class A Common Stock	23,929

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Blais David A C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089			EVP Sales and Client Services			

Signatures

/s/ Russell E. Ryba, Attorney-In-Fact for David A.
Blais
01/10/2014

**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).
- (1) Reflects payment of tax liability by withholding shares of stock incident to the vesting of restricted stock previously issued.
- (2) Became exercisable as to 1,654 shares on May 14, 2012, and become exercisable ratably over the next two years with respect to the remaining shares beginning on November 18, 2012.
- (3) Became exercisable as to 3,675 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

(4)

Reporting Owners 3

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Became exercisable as to 2,675 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.

- (5) Became exercisable as to 3,150 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- Became exercisable as to 2,887 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (7) Became exercisable as to 4,500 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (8) Became exercisable as to 30,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (9) Became exercisable as to 8,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (10) Became exercisable as to 6,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (11) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.
- (12) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.

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.