

St. John Adam  
Form 4  
August 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 \*  
St. John Adam

2. Issuer Name and Ticker or Trading Symbol  
Verso Corp [VRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
8540 GANDER CREEK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
07/30/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SVP - Manufacturing

(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

MIAMISBURG, OH 45342

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	07/30/2018		F(1)	669	D \$ 21.18	62,988 (2)	D
Class A Common Stock	07/30/2018		F(3)	216	D \$ 21.18	16,852 (4)	I By Spouse

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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
St. John Adam 8540 GANDER CREEK DRIVE MIAMISBURG, OH 45342			SVP - Manufacturing	

**Signatures**

/s/ St. John Daugherty, as  
 Attorney-in-Fact  
 \*\*Signature of Reporting Person

08/01/2018  
 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 reporting person surrendered to Verso Corporation 669 shares of Class A Common Stock in payment of the tax withholding liability arising from the vesting of 2,402 Stock Units.  
 Consists of (i) 3,393 shares of Class A Common Stock, (ii) 2,403 Stock Units vesting on July 28, 2019, (iii) 42,373 Stock Units vesting in two substantially equal annual installments beginning on January 1, 2020, and (iv) 14,819 Stock Units vesting in two substantially equal annual installments beginning on January 1, 2021. Each Stock Unit represents the right, subject to vesting, to receive one share of Class A Common Stock. The reported Stock Units do not include (a) 42,373 Stock Units that will vest on or about January 1, 2020, if certain performance objectives established by the issuer have been met, and (b) 14,819 Stock Units that will vest on or about January 1, 2021, if certain performance objectives established by the issuer have been met.
- (2) Mr. St. John's spouse surrendered to Verso Corporation 216 shares of Class A Common Stock in payment of the tax withholding liability arising from the vesting of 775 Stock Units.  
 Consists of (i) 1,094 shares of Class A Common Stock, (ii) 775 Stock Units vesting on July 28, 2019, (iii) 11,101 Stock Units vesting in two substantially equal annual installments beginning on January 1, 2020, and (iv) 3,882 Stock Units vesting in two substantially equal annual installments beginning on January 1, 2021. Each Stock Unit represents the right, subject to vesting, to receive one share of Class A Common Stock. The reported Stock Units do not include (a) 11,102 Stock Units that will vest on or about January 1, 2020, if certain performance objectives established by the issuer have been met, and (b) 3,883 Stock Units that will vest on or about January 1, 2021, if certain performance objectives established by the issuer have been met.

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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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