

Quad/Graphics, Inc.  
Form 4  
August 08, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**SHIELY JOHN S**  
  
(Last) (First) (Middle)  
  
**C/O QUAD/GRAPHICS, INC., N61  
W23044 HARRY'S WAY**

2. Issuer Name and Ticker or Trading Symbol  
**Quad/Graphics, Inc. [QUAD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/04/2016**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

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

(Street)  
  
**SUSSEX, WI 53089**

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

**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	08/04/2016		M	2,500	A \$ 13.62	56,017 <sup>(1)</sup>	D
Class A Common Stock	08/04/2016		M	4,000	A \$ 23.37	60,017	D
Class A Common Stock	08/04/2016		S	6,500	D \$ 28.8965 <sup>(2)</sup>	53,517	D

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

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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 (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
Stock Option (Right to Buy)	\$ 13.62	08/04/2016		M	2,500	05/14/2012 11/18/2021	Class A Common Stock	2,500
Stock Option (Right to Buy)	\$ 23.37	08/04/2016		M	4,000	05/14/2012 01/31/2017	Class A Common Stock	4,000
Stock Option (Right to Buy)	\$ 29.37					05/14/2012 01/31/2018	Class A Common Stock	2,500
Stock Option (Right to Buy)	\$ 15.37					05/14/2012 01/31/2019	Class A Common Stock	2,500
Stock Option (Right to Buy)	\$ 16.62					(3) 01/31/2020	Class A Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

SHIELY JOHN S  
C/O QUAD/GRAPHICS, INC.  
N61 W23044 HARRY'S WAY  
SUSSEX, WI 53089

## Signatures

/s/ Jennifer J. Kent, Attorney-In-fact for John S.  
Shiely

08/08/2016

\_\_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) Includes 1,552 additional deferred stock units resulting from the payment of dividends on the class A common stock underlying deferred stock units previously granted.  
  
The price in Column 4 is a weighted average price. The prices actually received ranged from \$28.725 to \$29.03. The reporting person has
- (2) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.
- (3) Became exercisable as to 5,025 shares on May 14, 2012, and 2,475 shares on November 18, 2012.

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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