

Quad/Graphics, Inc.
Form 4
September 02, 2016

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 *
Harned Christopher B

(Last) (First) (Middle)

C/O QUAD/GRAPHICS, INC., N61
W23044 HARRY'S WAY

(Street)

SUSSEX, WI 53089

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock | 08/31/2016 | | M | 5,000 A \$ 23.37 | 69,885 ⁽¹⁾ | D | |
| Class A Common Stock | | | | | 68,620.565 ⁽²⁾ | I | By Spouse |

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|----------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 23.37 | 08/31/2016 | | M | | 5,000 | | 05/14/2012 | 01/31/2017 | Class A Common Stock | 5,000 |
| Stock Options (Right to Buy) | \$ 29.37 | | | | | | | 05/14/2012 | 01/31/2018 | Class A Common Stock | 2,500 |
| Stock Options (Right to Buy) | \$ 15.37 | | | | | | | 05/14/2012 | 01/31/2019 | Class A Common Stock | 2,500 |
| Stock Options (Right to Buy) | \$ 16.62 | | | | | | | ⁽³⁾ | 01/31/2020 | Class A Common Stock | 7,500 |
| Class B Common Stock | ⁽⁴⁾ | 08/26/2016 | | G | V | 1,723 | | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 1,723 |
| Class B Common Stock | ⁽⁴⁾ | 08/25/2016 | | G | V | 8,230 | | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 8,230 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Harned Christopher B C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089 | X | | | |

Signatures

/s/ Jennifer J. Kent, Attorney-In-Fact for Christopher B.
Harned

09/02/2016

__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 1,393 additional deferred stock units resulting from the payment of dividends on the class A common stock underlying deferred stock units previously granted.

Updated to reflect an additional 2,492.565 shares held by the reporting person's spouse in a tax-qualified retirement plan that were
- (2) identified subsequent to the reporting person's previously filed Form 4. To the extent this Form 4 updates the beneficial share ownership amounts reported on previously filed forms, this Form 4 serves as an amendment to any such previously filed forms.
- (3) Became exercisable as to 5,025 shares on May 14, 2012, and the remaining shares became exercisable on November 18, 2012.
- (4) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost and has no expiration date.

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.