

St. John Adam
Form 4
February 26, 2018

FORM 4

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

OMB APPROVAL

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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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Manufacturing

MIAMISBURG, OH 45342

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

(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)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	02/22/2018		A		14,819 ⁽¹⁾	A	\$ 0 63,657 ⁽²⁾	D
Class A Common Stock	02/22/2018		A		3,882 ⁽³⁾	A	\$ 0 17,068 ⁽⁴⁾	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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

02/26/2018

__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) Consists of 14,819 Stock Units. Each Stock Unit represents the right, subject to vesting, to receive one share of Class A Common Stock. The Stock Units will vest as follows: (a) 7,409 Stock Units will vest on January 1, 2021; and (b) 7,410 Stock Units will vest on January 1, 2022. The reported Stock Units do not include 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) Consists of: (i) the 14,819 Stock Units described in footnote (1); (ii) 1,660 shares of Class A Common Stock; (iii) 4,805 Stock Units vesting in two substantially equal installments beginning on July 28, 2018; (iv) 21,186 Stock Units that will vest on January 1, 2020; and (v) 21,187 Stock Units that will vest on January 1, 2021. 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 which have been established by the issuer have been met; and (b) the 14,819 Stock Units that will vest on or about January 1, 2021, if certain performance objectives established by the issuer have been met, as described in footnote (1).
- (3) Consists of 3,882 Stock Units held by Mr. St. John's spouse. Each Stock Unit represents the right, subject to vesting, to receive one share of Class A Common Stock. The Stock Units will vest as follows: (a) 1,941 Stock Units will vest on January 1, 2021; and (b) 1,941 Stock Units will vest on January 1, 2022. The reported Stock Units do not include 3,883 Stock Units that will vest on or about January 1, 2021, if certain performance objectives established by the issuer have been met.
- (4) Consists of: (i) the 3,882 Stock Units described in footnote (3); (ii) 535 shares of Class A Common Stock; (iii) 1,550 Stock Units vesting in two substantially equal installments beginning on July 28, 2018; (iv) 5,550 Stock Units that will vest on January 1, 2020; and (v) 5,551

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Stock Units that will vest on January 1, 2021. 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 which have been established by the issuer have been met; and (b) the 3,883 Stock Units that will vest on or about January 1, 2021, if certain performance objectives established by the issuer have been met, as described in footnote (3).

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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