

KAPSTONE PAPER & PACKAGING CORP

Form 8-K

October 05, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**October 1, 2009**

Date of Report (Date of earliest event reported)

**KapStone Paper and Packaging Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51150**  
(Commission  
File Number)

**20-2699372**  
(IRS Employer  
Identification No.)

**1101 Skokie Blvd., Suite 300**  
**Northbrook, Illinois**  
(Address of principal executive offices)

**60062**  
(Zip Code)

**(847) 239-8800**

(Registrant's telephone number, including area code)

## Edgar Filing: KAPSTONE PAPER & PACKAGING CORP - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02      Departure of Directors or Principal Officers; Election of Directors; Appointment of Principle Officers;  
Compensatory Arrangements of Certain Officers**

On October 1, 2009, Kapstone Paper and Packaging Corporation announced that the Board of Directors has elected Brian R. Gamache as a Class A director with a term expiring in May 2010, and David P. Storch as a Class C director with a term expiring in May 2012. Messrs Gamache and Storch will receive the standard compensation received by non-employee directors. The compensation arrangements are disclosed in the Company's Form DEF 14A filed April 15, 2009.

**Item 5.03      Amendments to Articles of Incorporation or Bylaws**

On October 1, 2009, the Board of Directors passed a resolution amending the bylaws of the Company in order to permit the increase of the size of the Board to 10 Directors. Previously, the Company's bylaws provided for not more than 9 Directors of the Board.

**Item 9.01      Financial Statements and Exhibits**

The following exhibits are being filed as part of this Form 8-K:

**Exhibit  
No.**

- 99.1      Press release dated October 1, 2009 announcing the election of Messrs. Gamache and Storch as Directors of the Company.
- 99.2      Amended and Restated By-Laws

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 1, 2009

**KAPSTONE PAPER AND PACKAGING CORPORATION**

|        |                         |
|--------|-------------------------|
| By:    | /s/ Roger W. Stone      |
| Name:  | Roger W. Stone          |
| Title: | Chief Executive Officer |