

CONSOLIDATED GRAPHICS INC /TX/

Form 4

January 31, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS JOE R

2. Issuer Name and Ticker or Trading
Symbol

CONSOLIDATED GRAPHICS INC
/TX/ [CGX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O CONSOLIDATED GRAPHICS,
INC., 5858 WESTHEIMER, SUITE
200

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

HOUSTON, TX 77057

(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)
Common Stock	01/31/2014		D	1,594,121	D 1 0	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 56.82	01/31/2014		D	450,000	(2) 05/22/2018	Common Stock 450,000
Stock Options	\$ 50.9	01/31/2014		D	300,000	(3) 02/10/2016	Common Stock 300,000
Stock Options	\$ 50.84	01/31/2014		D	50,000	(4) 02/08/2016	Common Stock 50,000
Stock Options	\$ 15.96	01/31/2014		D	35,000	(5) 05/21/2019	Common Stock 35,000
Stock Options	\$ 41.51	01/31/2014		D	47,591	(6) 07/26/2014	Common Stock 47,591
Stock Options	\$ 41.51	01/31/2014		D	2,409	(7) 07/26/2014	Common Stock 2,409

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS JOE R C/O CONSOLIDATED GRAPHICS, INC. 5858 WESTHEIMER, SUITE 200 HOUSTON, TX 77057	X		Chairman and CEO	

Signatures

/s/ Jon C. Biro as attorney in fact for Joe R.
Davis 01/31/2014

__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).

Disposed of pursuant to the Agreement and Plan of Merger by and among issuer, R.R. Donnelley & Sons Company and Hunter Merger
(1) Sub, Inc. dated as of October 23, 2013, in exchange for 2,631,893.771 shares of R.R. Donnelley & Sons common stock and
\$54,901,527.24 in cash consideration at the Effective Time of the merger.

The stock option, which provided for vesting after five years, was cancelled in the merger in exchange for a cash payment of
(2) \$4,421,725.65, equal to (i) the Per Share Stock Option Consideration multiplied by (ii) the aggregate number of shares of Consolidated
Graphics common stock into which this option was exercisable immediately prior to the Effective Time.

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- The stock option, which provided for vesting after five years, was cancelled in the merger in exchange for a cash payment of
- (3) \$4,723,817.10, equal to (i) the Per Share Stock Option Consideration multiplied by (ii) the aggregate number of shares of Consolidated Graphics common stock into which this option was exercisable immediately prior to the Effective Time.

- The stock option, which provided for vesting after five years, was cancelled in the merger in exchange for a cash payment of
- (4) \$790,302.85, equal to (i) the Per Share Stock Option Consideration multiplied by (ii) the aggregate number of shares of Consolidated Graphics common stock into which this option was exercisable immediately prior to the Effective Time.

- The stock option, which provided for vesting after five years, was cancelled in the merger in exchange for a cash payment of
- (5) \$1,774,012.10, equal to (i) the Per Share Stock Option Consideration multiplied by (ii) the aggregate number of shares of Consolidated Graphics common stock into which this option was exercisable immediately prior to the Effective Time.

- The stock option, which provided for vesting after five years, was cancelled in the merger in exchange for a cash payment of
- (6) \$1,196,250.09, equal to (i) the Per Share Stock Option Consideration multiplied by (ii) the aggregate number of shares of Consolidated Graphics common stock into which this option was exercisable immediately prior to the Effective Time.

- The stock option, which provided for vesting after five years, was cancelled in the merger in exchange for a cash payment of \$60,552.76,
- (7) equal to (i) the Per Share Stock Option Consideration multiplied by (ii) the aggregate number of shares of Consolidated Graphics common stock into which this option was exercisable immediately prior to the Effective Time.

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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