

Veritiv Corp
Form 8-K
July 28, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **July 28, 2017 (July 26, 2017)**

VERITIV CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware

(State or other jurisdiction of incorporation)

001-36479

(Commission File Number)

46-3234977

(IRS Employer Identification No.)

**1000 Abernathy Road NE
Building 400, Suite 1700
Atlanta, Georgia**

(Address of principal executive offices)

30328

(Zip Code)

Registrant's telephone number, including area code: **(770) 391-8200**

(Former name or former address, if changed since last report)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 26, 2017, David E. Flitman was appointed as a member of the Board of Directors of Veritiv Corporation (the Company). A copy of the press release announcing the appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Mr. Flitman was also appointed to the Audit and Finance Committee.

There are no arrangements or understandings between Mr. Flitman and any other persons pursuant to which he was selected as a director. Additionally, there are no transactions involving the Company and Mr. Flitman that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

Mr. Flitman will be entitled to receive compensation for his service as a director in accordance with the Company's standard compensation arrangements for non-employee directors, as adjusted by the Board from time to time. In addition, Mr. Flitman and the Company will enter into an indemnification agreement substantially in the form entered into with the current directors of the Company.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed with this report:

| Exhibit No. | Exhibit Description |
|--------------------|--|
| 99.1 | Press Release of Veritiv Corporation issued July 28, 2017. |

SIGNATURES

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

VERITIV CORPORATION

Date: July 28, 2017

/s/ Mark W. Hianik
Mark W. Hianik
Senior Vice President, General Counsel & Corporate Secretary

EXHIBIT INDEX

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