

Tarbox Andrea K
 Form 4
 November 01, 2018

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 *
 Tarbox Andrea K

2. Issuer Name and Ticker or Trading Symbol
 KAPSTONE PAPER & PACKAGING CORP [KS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec. VP and CFO

(Last) (First) (Middle)
 KAPSTONE PAPER AND PACKAGING CORPORATION, 1101 SKOKIE BLVD., STE. 300
 (Street)
 NORTHBROOK, IL 60062
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 10/30/2018

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

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/30/2018		M		43,648	A	\$ 7.305	185,907	D	
Common Stock	10/30/2018		F(1)		23,456	D	\$ 34.98	162,451	D	
Common Stock	10/30/2018		M		40,506	A	\$ 8.875	202,957	D	
Common Stock	10/30/2018		F(1)		23,667	D	\$ 34.99	179,290	D	

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Common Stock	10/30/2018	M	34,066	A	\$ 13.825	213,356	D
Common Stock	10/30/2018	F ⁽¹⁾	22,589	D	\$ 34.99	190,767	D
Common Stock	10/30/2018	M	25,740	A	\$ 12.72	216,507	D
Common Stock	10/30/2018	F ⁽¹⁾	16,615	D	\$ 34.99	199,892	D

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

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.305	10/30/2018		M	43,648	⁽²⁾ 03/03/2021	Common Stock	43,648
Stock Option (Right to Buy)	\$ 8.875	10/30/2018		M	40,506	⁽³⁾ 03/07/2022	Common Stock	40,506
Stock Option (Right to Buy)	\$ 13.825	10/30/2018		M	34,066	⁽⁴⁾ 03/06/2023	Common Stock	34,066
Stock Option (Right to Buy)	\$ 12.72	10/30/2018		M	25,740	⁽⁵⁾ 03/18/2026	Common Stock	25,740

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tarbox Andrea K KAPSTONE PAPER AND PACKAGING CORPORATION 1101 SKOKIE BLVD., STE. 300 NORTHBROOK, IL 60062			Exec. VP and CFO	

Signatures

/s/ Timothy W. Schmidt,

Attorney-in-Fact

11/01/2018

**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) Represents a "net exercise" of stock options. These shares were withheld for payment of the exercise price and applicable taxes.
- (2) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on March 3, 2011.
- (3) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on March 7, 2012.
- (4) The options vested 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. They were granted on March 6, 2013.
- (5) The options vested 50% on the second anniversary of the grant date and the remaining 50% will vest on the third anniversary of the grant date. They were granted on March 18, 2016.

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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