

Veritiv Corp  
Form 3  
July 03, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *  |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name and Ticker or Trading Symbol |   |
| Â BAIN CAPITAL INVESTORS LLC               |         |          | (Month/Day/Year)  | Veritiv Corp [VRTV]                         |   |
| (Last)                                     | (First) | (Middle) | 07/01/2014  |   |   |
| JOHN HANCOCK TOWER, Â 200 CLARENDON STREET |         |          | 4. Relationship of Reporting Person(s) to Issuer  |   | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                   |         |          | (Check all applicable)  |   |   |
| BOSTON, Â MA Â 02116                       |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                     | (State) | (Zip)    |   |   |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5)     |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 7,840,000 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | I  | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116             | ^             | ^ X       | ^       | ^     |
| BAIN CAPITAL PARTNERS VII LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116           | ^             | ^ X       | ^       | ^     |
| BAIN CAPITAL FUND VII LLC<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116              | ^             | ^ X       | ^       | ^     |
| BAIN CAPITAL FUND VII LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116               | ^             | ^ X       | ^       | ^     |
| BAIN CAPITAL VII COINVESTMENT FUND LLC<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116 | ^             | ^ X       | ^       | ^     |
| BAIN CAPITAL VII COINVESTMENT FUND LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116  | ^             | ^ X       | ^       | ^     |
| UWW Holdings, LLC<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116                      | ^             | ^ X       | ^       | ^     |
| BCIP Associates III, LLC<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116               | ^             | ^ X       | ^       | ^     |
| BCIP Associates III<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET  | ^             | ^ X       | ^       | ^     |

BOSTON, MA 02116

BCIP Associates III-B, LLC  
JOHN HANCOCK TOWER  
200 CLARENDON STREET  
BOSTON, MA 02116

^ ^ X ^ ^

## Signatures

/s/ Seth Meisel

07/03/2014

Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares of common stock of Veritiv Corporation (the "Issuer") held by UWW Holdings, LLC ("UWWH") acquired from the Issuer on July 1, 2014 at the consummation of the transactions contemplated by that certain Agreement and Plan of Merger, dated January 28, 2014, as amended, among the Issuer, UWWH and the other parties thereto. Voting and dispositive power with respect to such shares of common stock is exercised through a three-member board of managers of UWWH acting by majority vote.
- (2) Bain Capital Fund VII, L.P. ("Fund VII") and Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment VII") have the right to appoint two of the three members of the board of managers of UWWH. In addition, Bain Capital Fund VII, LLC ("Fund VII LLC"), Bain Capital VII Coinvestment Fund, LLC ("Coinvest VII LLC"), BCIP T Associates III, LLC ("BCIP T III LLC"), BCIP T Associates III-B, LLC ("BCIP T III-B LLC"), BCIP Associates III, LLC ("BCIP III LLC"), BCIP Associates III-B, LLC ("BCIP III-B LLC") and J5M4T3B2P2CEYA, LLC ("J5") collectively hold common equity interests of the Issuer (the "Bain Capital Funds").
- (3) Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners VII, L.P. ("BCP VII"), which is the general partner of Coinvestment VII and Fund VII, which is the managing member of J5. BCI is also the managing partner of BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B, which is the manager of BCIP III LLC, BCIP T III LLC, BCIP III-B LLC and BCIP T III-B LLC, respectively. (Continued in footnote 4)
- (4) As a result of these relationships and the relationship described in footnote (1) above, the Bain Capital Funds, BCI, BCP VII, BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by UWWH. Each of the Bain Capital Funds, BCI, BCP VII, BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B disclaims beneficial ownership of such shares except to the extent of its respective pecuniary interest therein.

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### Remarks:

Form 1 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.