

LUKE JOHN A JR
Form 4
November 06, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
LUKE JOHN A JR

(Last) (First) (Middle)

1000 ABERNATHY ROAD NE

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WRKCo Inc. [WRK]

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2018

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/02/2018		D	V	497,443	D	
Common Stock	11/02/2018		D	V	2,269	I	By Spouse
Common Stock	11/02/2018		D	V	140,680	I	In Trust

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

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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock option - right to buy	\$ 23.65	11/02/2018		D	214,392 <u>(1)</u> <u>(2)</u>	<u>(3)</u> 02/22/2020	Common Stock 214,392
Stock option - right to buy	\$ 23.65	11/02/2018		D	12,241 <u>(1)</u> <u>(2)</u>	<u>(3)</u> 02/22/2020	Common Stock 12,241
Stock option - right to buy	\$ 29.14	11/02/2018		D	188,659 <u>(1)</u> <u>(2)</u>	<u>(3)</u> 02/28/2021	Common Stock 188,659
Stock option - right to buy	\$ 31.3	11/02/2018		D	261,165 <u>(1)</u> <u>(2)</u>	<u>(3)</u> 06/25/2022	Common Stock 261,165
Stock option - right to buy	\$ 38.44	11/02/2018		D	143,988 <u>(1)</u> <u>(2)</u>	<u>(3)</u> 02/25/2023	Common Stock 143,988
Stock option - right to buy	\$ 41.11	11/02/2018		D	127,808 <u>(1)</u> <u>(2)</u>	<u>(3)</u> 02/24/2024	Common Stock 127,808
Stock option - right to buy	\$ 62.71	11/02/2018		D	87,075 <u>(1)</u> <u>(2)</u>	<u>(3)</u> 07/01/2025	Common Stock 87,075

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

LUKE JOHN A JR
1000 ABERNATHY ROAD NE
ATLANTA, GA 30328

Signatures

Robert B. McIntosh (Attorney-in-fact pursuant to power of attorney previously filed with SEC)

11/06/2018

__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) On November 2, 2018, pursuant to the terms of the Agreement and Plan of Merger, dated as of January 28, 2018, by and among WRKCo Inc. (formerly known as WestRock Company), KapStone Paper and Packaging Corporation ("KapStone), WestRock Company (formerly known as Whiskey Holdco, Inc.) (the "Company"), Whiskey Merger Sub, Inc. and Kola Merger Sub Inc., (i) Whiskey Merger Sub, Inc. merged with and into WRKCo Inc., with WRKCo Inc. surviving such merger as a wholly owned subsidiary of the Company and (ii) Kola Merger Sub, Inc. merged with and into KapStone with KapStone surviving such merger as a wholly owned subsidiary of the Company (such mergers, together, the "Mergers").

(2) In connection with the Mergers, each share of common stock issued and outstanding immediately prior to the consummation of the Mergers, converted into one share of the Company's common stock, in the case of restricted shares, subject to the same terms and conditions as were applicable to such shares immediately prior to the consummation of the Mergers.

(3) Upon the consummation of the Mergers, stock options with respect to WRKCo Inc. common stock that were outstanding immediately prior to the consummation of the Mergers were converted into stock options in respect of the Company's common stock, subject to the same terms and conditions (including the exercise price and applicable vesting requirements, if any) as were applicable to such stock options immediately prior to the consummation of the Mergers.

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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