

VOORHEES STEVEN C

Form 4

February 06, 2018

**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 \*  
**VOORHEES STEVEN C**

(Last) (First) (Middle)

**504 THRASHER STREET**

(Street)

**NORCROSS, GA 30071**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**WestRock Co [WRK]**

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

**01/30/2018**

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)

**CEO - President**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/30/2018                              |                                                             | F                                       | 5,031 D                                                                 | \$<br>68.16                                                                                                        | 611,104                                                              | D                                                                 |
| Common<br>Stock                       | 02/01/2018                              |                                                             | M                                       | 37,496<br>(1) A                                                         | \$<br>66.28                                                                                                        | 648,600                                                              | D                                                                 |
| Common<br>Stock                       | 02/01/2018                              |                                                             | F                                       | 17,004 D                                                                | \$<br>66.28                                                                                                        | 631,596                                                              | D                                                                 |
| Common<br>Stock                       | 02/02/2018                              |                                                             | A                                       | 23,535 A                                                                | \$<br>67.24                                                                                                        | 655,131                                                              | D                                                                 |
| Common<br>Stock                       | 02/02/2018                              |                                                             | A                                       | 96,092<br>(2) A                                                         | \$<br>67.24                                                                                                        | 751,223                                                              | D                                                                 |

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Common Stock 02/02/2018 F 43,577 D \$ 67.24 709,349 (3) 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 number.** SEC 1474 (9-02)

**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                 |       |
|----------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                | Director      | 10% Owner | Officer         | Other |
| VOORHEES STEVEN C<br>504 THRASHER STREET<br>NORCROSS, GA 30071 | X             |           | CEO - President |       |

## Signatures

Robert B. McIntosh (attorney-in-fact pursuant to power of attorney previously filed with SEC) 02/06/2018

\_\_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).
- Relates to a grant of performance-based stock on August 5, 2015, which, pursuant to its terms, vested on January 30, 2018, and for which
- (1) the performance results were certified by the Company's Compensation Committee on February 1, 2018. Amount includes 2,897 shares received from dividend reinvestments on grant awarded.
  - (2) As reported in our Form 8-K filed with the SEC on September 28, 2017, (a) Mr. Voorhees returned 20,588 shares of our common stock, representing the number of shares awarded as part of a stock award made to him in January 2014 in excess of the applicable grant limit,

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net of 18,967 shares that were withheld to satisfy applicable taxes, plus \$24,706 representing cash dividends received on the 20,588 shares of stock and (b) a stock award made to Mr. Voorhees in August 2015 was reduced by 50,326 unvested shares, representing the number of shares awarded in excess of the grant limit under the applicable grant limit. The Compensation Committee determined to make the award described in this Form 4 to address the return of shares and forfeiture of shares described above. Because those shares would have vested prior to the date of this award, the Compensation Committee determined that the shares subject to this award should vest upon grant.

(3) Amount includes 1,703 shares received as dividend reinvestment on grant issued 07/01/2018.

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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