

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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**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)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec. VP and CFO

KAPSTONE PAPER AND PACKAGING CORPORATION, 1101 SKOKIE BLVD., STE. 300

(Street)

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

NORTHBROOK, IL 60062

(City) (State) (Zip)

**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 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 <sup>(1)</sup>               |   | 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 <sup>(1)</sup>               |   | 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 <sup>(1)</sup> | 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 <sup>(1)</sup> | 16,615 | D | \$ 34.99  | 199,892 | 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.**

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

## Reporting Owners

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