

Quad/Graphics, Inc.
Form 4
December 01, 2016

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 *
Badura Renee

(Last) (First) (Middle)

C/O QUAD/GRAPHICS, INC., N61
W23044 HARRY'S WAY

(Street)

SUSSEX, WI 53089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Quad/Graphics, Inc. [QUAD]

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

11/29/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive VP - Sales

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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		
Class A Common Stock	11/29/2016		M		5,200 A \$ 23.37	43,921	D
Class A Common Stock	11/29/2016		S		5,000 D \$ 27.45	38,921	D
Class A Common Stock	11/29/2016		S		200 D \$ 28	38,721	D
Class A Common	11/30/2016		M		4,800 A \$ 23.37	43,521	D

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Stock

Class A					\$		
Common	11/30/2016		S	4,800	D	28.1069	38,721
Stock						<u>(1)</u>	D

Class A								
Common							3,708	I
Stock								By 401(a) Plan

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to Buy)	\$ 13.4708					<u>(2)</u>	11/18/2021	Class A Common Stock	2,625
Stock Options (Right to Buy)	\$ 13.4708					<u>(2)</u>	11/18/2021	Class A Common Stock	2,500
Stock Options (Right to Buy)	\$ 23.37	11/29/2016		M	5,200	<u>(2)</u>	01/31/2017	Class A Common Stock	5,200
Stock Options (Right to Buy)	\$ 23.37	11/30/2016		M	4,800	<u>(2)</u>	01/31/2017	Class A Common Stock	4,800
Stock Options	\$ 29.37					<u>(2)</u>	01/31/2018	Class A Common	5,000

(Right to Buy)				Stock	
Stock Options (Right to Buy)	\$ 15.37	(2)	01/31/2019	Class A Common Stock	5,000
Stock Options (Right to Buy)	\$ 16.62	(2)	01/31/2020	Class A Common Stock	7,500
Stock Options (Right to Buy)	\$ 41.26	(2)	01/01/2021	Class A Common Stock	2,392
Stock Options (Right to Buy)	\$ 14.14	(3)	01/01/2022	Class A Common Stock	2,392
Stock Options (Right to Buy)	\$ 13.4708	(2)	11/18/2021	Class A Common Stock	1,025

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Badura Renee C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089			Executive VP - Sales	

Signatures

/s/ Jennifer J. Kent, Attorney-In-Fact for Renee B. Badura 12/01/2016

__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).

The price in Column 4 is a weighted average price. The prices actually received ranged from \$28.01 to \$28.2701. The reporting person (1) has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(2) Fully vested and exercisable.

(3) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.

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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