Verso Corp Form 4 July 19, 2016

# FORM 4

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

3235-0287

Check this box if no longer

Washington, D.C. 20549

Number: January 31, Expires:

2005

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A AMEN ROI	ng Person <u>*</u>	Symbol	Name and T	icker or Trading	5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle)				Earliest Tran	.coation	(Check all applicable)				
(Last)	(First)	(Middle)			isaction					
			(Month/D	• •		_X_ Director				
6775 LENOX CENTER COURT,			07/15/20	016		Officer (give title Other (specify below)				
SUITE 400						ociow)	ociow)			
		1 If Ame	ndment, Date	Original	6. Individual or Joint/Group Filing(Check					
			· ·	Original	1 0,					
			Filed(Mon	nth/Day/Year)		Applicable Line)				
						_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
MEMPHIS, TN 38115						Person				
						1 CISON				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction D	Date 2A. Dee	emed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Ye	ar) Execution	on Date, if	Transaction	Acquired (A) or	Securities	Form: Direct			
(Instr. 3)		any	,	Code	Disposed of (D)	Beneficially	(D) or	Beneficial		

Reported (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price Code

(Instr. 8)

J(1)(2)

(Instr. 3, 4 and 5)

2,636

<u>(1)</u> (2)

(Month/Day/Year)

Class A Common

Stock

07/15/2016

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Following

 $2,636 \stackrel{(1)}{=} \stackrel{(2)}{=}$ 

Indirect (I)

(Instr. 4)

D

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact 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 or Number of Shares
Warrant	\$ 27.86	07/15/2016	J(1)(2)		277		07/15/2016	07/15/2023	Class A Common Stock	277

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

AMEN ROBERT M
6775 LENOX CENTER COURT, SUITE 400 X
MEMPHIS, TN 38115

## **Signatures**

/s/ Peter H. Kesser, as Attorney-in-Fact

07/19/2016

Date

\*\*Signature of Reporting Person

# **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).

On January 26, 2016, the Issuer and substantially all of its direct and indirect subsidiaries (the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the

- (1) "Bankruptcy Court"). On June 23, 2016, the Bankruptcy Court entered an order confirming the Debtors' First Modified Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated as of June 20, 2016 (the "Plan") and on July 15, 2016 (the "Effective Date"), the Plan became effective pursuant to its terms and the Debtors emerged from their chapter 11 cases. On the Effective Date, all outstanding shares of the Issuer's old common stock were cancelled and extinguished.
  - (continued from Footnote 1) In addition, on the Effective Date, all of the Issuer's 11.75% Senior Secured Notes due 2019 (the "Notes") were cancelled and holders of the outstanding Notes received their pro rata share of the Issuer's new Class A common stock (the "New
- (2) Common Stock") and warrants (the "Plan Warrants"), with each Plan Warrant initially exercisable for one share of New Common Stock at an initial exercise price of \$27.86 per share. This report is being filed to report the issuance of shares of New Common Stock and Plan Warrants to the Reporting Person in connection with the cancellation of the Notes pursuant to the Plan.

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.

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