

Veritiv Corp
Form 8-K
December 21, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 21, 2018 (December 19, 2018)**

VERITIV CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

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(State or other jurisdiction of incorporation)

001-36479

(Commission File Number)

46-3234977

(IRS Employer Identification No.)

**1000 Abernathy Road NE
Building 400, Suite 1700**

Atlanta, Georgia

(Address of principal executive offices)

30328

(Zip Code)

Registrant's telephone number, including area code: **(770) 391-8200**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 19, 2018, the Board of Directors (the **Board**) of Veritiv Corporation (the **Company**) adopted and approved, effective immediately, the Amended and Restated Bylaws of the Company (the **Amended and Restated Bylaws**) in order to, among other things:

- update the advance notice provisions for director nominations and stockholder proposals;
- update and clarify the requirements and procedures for stockholders to call a special meeting of stockholders and to act by written consent;
- change the quorum requirement for stockholder meetings to a majority of voting power of shares entitled to vote;
- clarify the procedures for filling vacancies on the Board;
- update and clarify the ability of the Board and the presiding person of a stockholder meeting to postpone or adjourn a stockholder meeting;
- clarify the powers of the presiding person of a stockholder meeting to regulate the conduct of such meeting; and
- allow for emergency meetings of the Board with less than 24 hours notice.

The foregoing description of the Amended and Restated Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended and Restated Bylaws, a copy of which is attached as Exhibit 3.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed with this report:

Exhibit No.	Exhibit Description
3.1	<u>Amended and Restated Bylaws of Veritiv Corporation, dated December 19, 2018</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERITIV CORPORATION

Dated: December 21,
2018

/s/ Mark W. Hianik

Mark W. Hianik
Senior Vice President, General Counsel & Corporate Secretary