

Verso Corp
 Form 4
 November 23, 2016

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 *
 AMEN ROBERT M

(Last) (First) (Middle)

6775 LENOX CENTER COURT,
 SUITE 400

(Street)

MEMPHIS, TN 38115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Verso Corp [VRS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/21/2016

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)

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock | 11/21/2016 | | S | 2,636 (1) (2) D 5.353 (3) | 6,957 (4) | D | |

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

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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) | 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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| AMEN ROBERT M 6775 LENOX CENTER COURT, SUITE 400 MEMPHIS, TN 38115 | | X | | |

Signatures

/s/ Peter H. Kesser, as Attorney-in-Fact
 Date: 11/23/2016
 **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).
- (1) The shares sold by the reporting person on November 21, 2016, as reported in this Form 4 (the "Shares") were acquired by the reporting person on July 15, 2016, in partial satisfaction of the obligations of certain subsidiaries of Verso Corporation ("Verso") to the reporting person under their 11.75% Senior Secured Notes due 2019 (the "Notes"), as reported in the Form 4 filed by the reporting person with the Securities and Exchange Commission (the "SEC") on July 19, 2016. Pursuant to the plan of reorganization of Verso and its debtor subsidiaries approved by the United States Bankruptcy Court for the District of Delaware on July 15, 2016, the Notes were cancelled, and the holders of the Notes received in satisfaction thereof their pro rata share of Verso's new Class A Common Stock and warrants.
- (2) (Continued from Footnote 1) The reporting person's acquisition of the Shares, therefore, was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, as an acquisition "in connection with a debt previously contracted" as that phrase is used in Section 16(b).
- (3) The price reported is a weighted average sales price. The Shares were sold in multiple transactions on November 21, 2016, at prices ranging from \$5.31 to \$5.40 per share. The reporting person will provide information regarding the number of Shares sold at each sales price upon request by the SEC, Verso or any of its stockholders.
- (4) Consists of 6,957 Stock Units.

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.