

Gabriel David G.
Form 4
November 01, 2018

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 *
Gabriel David G.

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)
4400 LEEDS AVENUE, SUITE 500
(Street)

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

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

CHARLESTON, SC 29405

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

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	10/30/2018		M	A	\$ 21.825	24,193	D
Common Stock	10/30/2018		F(1)	D	\$ 34.985	22,925	D
Common Stock	10/30/2018		M	A	\$ 30.41	27,023	D
Common Stock	10/30/2018		F(1)	D	\$ 34.99	23,461	D
Common Stock	10/30/2018		M	A	\$ 31.89	27,677	D

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Common Stock	10/30/2018	F ⁽¹⁾	3,844	D	\$ 34.985	23,833	D
Common Stock	10/30/2018	M	4,558	A	\$ 12.72	28,391	D
Common Stock	10/30/2018	F ⁽¹⁾	1,658	D	\$ 34.985	26,733	D
Common Stock	10/30/2018	M	5,458	A	\$ 22.195	32,191	D
Common Stock	10/30/2018	F ⁽¹⁾	3,464	D	\$ 34.98	28,727	D

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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21.825	10/30/2018		M	2,032	<u>(2)</u> 08/22/2023	Common Stock	2,032
Stock Option (Right to Buy)	\$ 30.41	10/30/2018		M	4,098	<u>(3)</u> 03/12/2024	Common Stock	4,098
Stock Option (Right to Buy)	\$ 31.89	10/30/2018		M	4,216	<u>(4)</u> 03/26/2025	Common Stock	4,216
Stock Option	\$ 12.72	10/30/2018		M	4,558	<u>(5)</u> 03/18/2026	Common Stock	4,558

(Right to Buy)

Stock Option (Right to Buy)	\$ 22.195	10/30/2018	M	5,458	03/07/2018 ⁽⁶⁾	03/07/2027	Common Stock	5,458
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gabriel David G. 4400 LEEDS AVENUE SUITE 500 CHARLESTON, SC 29405	X			

Signatures

/s/ Timothy W. Schmidt, Attorney-in-Fact	11/01/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 August 22, 2013.
- (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 12, 2014.
- (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 26, 2015.
- (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.
- (6) The options vested 100% on the first anniversary of the grant date. They were granted on March 7, 2017.

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.