

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

At the 2016 Annual Meeting of Stockholders (the “Annual Meeting”) of Veritiv Corporation (“Veritiv” or the “Company”) held on May 12, 2016, the stockholders approved an amendment to the Amended and Restated Certificate of Incorporation of Veritiv providing for removal of directors with or without cause (the “Amendment”). Accordingly, on May 12, 2016, the Company filed a Certificate of Amendment of Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware implementing the Amendment. A copy of the Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, of the 16,000,753 shares of Veritiv common stock outstanding and entitled to vote, 15,655,941 shares were represented, constituting a quorum. At the meeting, Veritiv stockholders voted on four proposals and cast their votes as described below. The proposals are described in detail in Veritiv’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 31, 2016 (the “Proxy Statement”).

Item No. 1 : Veritiv stockholders elected as directors the seven nominees named in the Proxy Statement and recommended by the Board to serve for a one year term expiring at the 2017 Annual Meeting of Stockholders and until their respective successors are elected and qualified, as follows:

| Name | Votes | | Broker |
|----------------------|------------|-------------------------------|---------|
| | Votes For | Against Abstentions Non-Votes | |
| Daniel T. Henry | 14,758,747 | 207,891 3,950 | 685,339 |
| Mary A. Laschinger | 14,747,557 | 219,097 3,934 | 685,339 |
| Tracy A. Leinbach | 14,927,964 | 38,626 3,997 | 685,339 |
| William E. Mitchell | 14,884,213 | 82,399 3,976 | 685,339 |
| Michael P. Muldowney | 14,757,868 | 208,828 3,892 | 685,339 |
| Charles G. Ward, III | 14,927,653 | 39,002 3,933 | 685,339 |
| John J. Zillmer | 14,752,814 | 213,743 4,031 | 685,339 |

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Item No. 2: Veritiv stockholders ratified the appointment of Deloitte & Touche LLP as Veritiv's independent registered public accounting firm for 2016, as follows:

| | | | Broker |
|------------|---------------|-------------|-----------|
| Votes For | Votes Against | Abstentions | Non-Votes |
| 15,603,611 | 43,120 | 9,210 | 0 |

Item No. 3: Veritiv stockholders approved, on an advisory basis, Veritiv's executive compensation, as follows:

| | | | Broker |
|------------|---------------|-------------|-----------|
| Votes For | Votes Against | Abstentions | Non-Votes |
| 14,318,690 | 641,742 | 10,156 | 685,339 |

Item Veritiv stockholders approved an amendment to the Company's Amended and Restated Certificate of
No. 4: Incorporation to provide for removal of directors with or without cause, as follows:

| | | | Broker | |
|------------|---------------|-------------|-----------|--|
| Votes For | Votes Against | Abstentions | Non-Votes | |
| 15,552,196 | 43,190 | 60,555 | 0 | |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.1 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Veritiv Corporation dated
May 12, 2016.

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

Date: May 13, 2016 /s/ Mark W. Hianik

Mark W. Hianik

Senior Vice President, General Counsel & Corporate Secretary

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|-------------------|---|
| 3.1 | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Veritiv Corporation dated May 12, 2016 |