McIntosh Robert Bruce Form 4 November 06, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

McIntosh Robert Bruce Issuer Symbol WRKCo Inc. [WRK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 1000 ABERNATHY ROAD NE 11/02/2018 below) below) EVP, GEN COUNSEL, SECRETARY

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

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ATLANTA, GA 30328

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 11/02/2018 D 292,056 D 0 D (2) Stock

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. Transactic Code (Instr. 8)			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
Stock option - right to buy	\$ 11.81	11/02/2018		D		18,811 (1) (2)	(3)	03/18/2019	Common Stock	18,811
Stock option - right to buy	\$ 19.07	11/02/2018		D		9,629 (1) (2)	(3)	01/29/2020	Common Stock	9,629
Stock option - right to buy	\$ 30.66	11/02/2018		D		7,166 (1) (2)	(3)	02/28/2021	Common Stock	7,166
Stock option - right to buy	\$ 28.31	11/02/2018		D		10,917 (1) (2)	(3)	02/01/2022	Common Stock	10,917
Stock option - right to buy	\$ 35.64	11/02/2018		D		8,554 (1) (2)	(3)	01/25/2023	Common Stock	8,554
Stock option - right to buy	\$ 45.32	11/02/2018		D		6,695 (1) (2)	(3)	01/31/2024	Common Stock	6,695
Stock option - right to buy	\$ 57.97	11/02/2018		D		979 <u>(1)</u> <u>(2)</u>	(3)	01/30/2025	Common Stock	979
Stock option - right to buy	\$ 56.05	11/02/2018		D		6,449 (1) (2)	<u>(3)</u>	08/05/2025	Common Stock	6,449
Stock option - right to buy	\$ 29.8	11/02/2018		D		19,818 (1) (2)	(3)	02/02/2026	Common Stock	19,818

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McIntosh Robert Bruce 1000 ABERNATHY ROAD NE ATLANTA, GA 30328

EVP, GEN COUNSEL, SECRETARY

Signatures

Robert B. 11/06/2018 McIntosh

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - On November 2, 2018, pursuant to the terms of the Agreement and Plan of Merger, dated as of January 28, 2018, by and among WRKCo Inc. (formerly known as WestRock Company), KapStone Paper and Packaging Corporation ("KapStone), WestRock Company (formerly
- (1) known as Whiskey Holdco, Inc.) (the "Company"), Whiskey Merger Sub, Inc. and Kola Merger Sub Inc., (i) Whiskey Merger Sub, Inc. merged with and into WRKCo Inc., with WRKCo Inc. surviving such merger as a wholly owned subsidiary of the Company and (ii) Kola Merger Sub, Inc. merged with and into KapStone with KapStone surviving such merger as a wholly owned subsidiary of the Company (such mergers, together, the "Mergers").
- In connection with the Mergers, each share of common stock issued and outstanding immediately prior to the consummation of the (2) Mergers, converted into one share of the Company's common stock, in the case of restricted shares, subject to the same terms and conditions as were applicable to such shares immediately prior to the consummation of the Mergers.
- Upon the consummation of the Mergers, stock options with respect to WRKCo Inc. common stock that were outstanding immediately prior to the consummation of the Mergers were converted into stock options in respect of the Company's common stock, subject to the same terms and conditions (including the exercise price and applicable vesting requirements, if any) as were applicable to such stock options immediately prior to the consummation of the Mergers.

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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