

BROWN J POWELL
Form 4
November 06, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN J POWELL

(Last) (First) (Middle)

220 S. RIDGEWOOD AVENUE

(Street)

DAYTONA BEACH, FL 32114

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WRKCo Inc. [WRK]

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

11/02/2018

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/02/2018		D	15,354	D <u>(1)</u> <u>(2)</u> 0	D	
Common Stock	11/02/2018		D	27,211	D <u>(1)</u> <u>(2)</u> 0	I	Joint Ownership Investment Account
Common Stock	11/02/2018		D	477	D <u>(1)</u> <u>(2)</u> 0	I	By Son
Common Stock	11/02/2018		D	277	D <u>(1)</u> <u>(2)</u> 0	I	By Daughter

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				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

BROWN J POWELL
220 S. RIDGEWOOD AVENUE X
DAYTONA BEACH, FL 32114

Signatures

Robert B. McIntosh (Attorney-in-fact pursuant to power of attorney previously filed with SEC)

11/06/2018

__Signature of Reporting Person

Date

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) 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 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").

(2) In connection with the Mergers, each share of common stock issued and outstanding immediately prior to the consummation of the 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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