

Veritiv Corp  
Form 8-K  
April 30, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **April 29, 2019 (April 24, 2019)**

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**VERITIV CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**001-36479**  
(Commission File Number)

**46-3234977**  
(IRS Employer Identification No.)

**1000 Abernathy Road NE**  
**Building 400, Suite 1700**  
**Atlanta, Georgia**  
(Address of principal executive offices)

**30328**  
(Zip Code)

Registrant's telephone number, including area code: **(770) 391-8200**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The 2019 Annual Meeting of Stockholders (the Annual Meeting) of Veritiv Corporation ( Veritiv or the Company ) was held on April 24, 2019. Of the 15,901,416 shares of Veritiv common stock outstanding and entitled to vote, 15,343,510 shares were represented, constituting a quorum. At the Annual Meeting, Veritiv stockholders voted on three proposals and cast their votes as described below. The proposals are described in detail in the Company's definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on March 1, 2019 (the Proxy Statement ).

*Item No. 1 :* Veritiv stockholders elected as directors the eight nominees named in the Proxy Statement and recommended by the Company's Board of Directors to serve for a one year term expiring at the 2020 Annual Meeting of Stockholders and until their respective successors are elected and qualified, as follows:

| Name                 | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------|---------------|-------------|------------------|
| David E. Flitman     | 14,195,224 | 186,868       | 23,480      | 937,938          |
| Daniel T. Henry      | 14,150,501 | 231,557       | 23,514      | 937,938          |
| Mary A. Laschinger   | 13,836,795 | 565,777       | 3,000       | 937,938          |
| Tracy A. Leinbach    | 14,130,770 | 251,511       | 23,291      | 937,938          |
| William E. Mitchell  | 14,257,257 | 124,785       | 23,530      | 937,938          |
| Michael P. Muldowney | 14,150,172 | 231,883       | 23,517      | 937,938          |
| Charles G. Ward, III | 14,237,025 | 145,105       | 23,442      | 937,938          |
| John J. Zillmer      | 13,988,843 | 393,173       | 23,556      | 937,938          |

*Item No. 2:* Veritiv stockholders ratified the appointment of Deloitte & Touche LLP as Veritiv's independent registered public accounting firm for 2019, as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 15,315,432 | 22,823        | 5,255       | 0                |

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

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 8,544,245 | 5,852,327     | 9,000       | 937,938          |



**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**

Dated:

April 29, 2019

/s/ Mark W. Hianik

Mark W. Hianik

Senior Vice President, General Counsel & Corporate  
Secretary