

VERITIV CORP

FORM 8-K (Current report filing)

Filed 08/13/14 for the Period Ending 08/13/14

Address 6400 POPLAR AVENUE

MEMPHIS, TN 38197

Telephone (901) 409-9000

CIK 0001599489

Symbol VRTV

SIC Code 5110 - Paper And Paper Products

Fiscal Year 12/31



UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): August 13, 2014 (August 13, 2014)

VERITIV CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-36479 (Commission File Number) 42-3234977 (IRS Employer Identification No.)

30071 (Zip Code)

6600 Governors Lake Parkway Norcross, GA (Address of principal executive offices)

Registrant's telephone number, including area code: (770) 447-9000

(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))

Item 2.02 Results of Operations and Financial Condition.

On August 13, 2014, Veritiv Corporation (the "Company") issued a press release containing certain financial results of the Company and its direct and indirect wholly-owned subsidiaries for the three and six months ended June 30, 2014. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 7.01 Regulation FD Disclosure.

The Company is furnishing herewith additional information in conjunction with the August 13, 2014 earnings release. This additional information includes general Company information and highlights of financial results of the Company and its direct and indirect wholly-owned subsidiaries for the three and six months ended June 30, 2014. The additional information, attached as Exhibit 99.2 to this Current Report on Form 8-K, is being furnished and will not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section.

The information in this Current Report on Form 8-K will not be incorporated by reference into any registration statement or other document filed by the Company under the Securities Act of 1933, as amended, or the Exchange Act, unless specifically identified therein as being incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed with this report:

Exhibit No.	Exhibit Description
99.1	Press Release of Veritiv Corporation issued August 13, 2014.
99.2	Additional Information of Veritiv Corporation issued August 13, 2014.

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: August 13, 2014

/s/ Mark W. Hianik
Mark W. Hianik
Senior Vice President, General Counsel
& Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Exhibit Description
99.1	Press Release of Veritiv Corporation issued August 13, 2014.
99.2	Additional Information of Veritiv Corporation issued August 13, 2014.

Veritiv Announces Second Quarter 2014 Financial Results

ATLANTA and LOVELAND, Ohio, Aug. 13, 2014 /PRNewswire/ -- Veritiv Corporation (NYSE: VRTV) today announced limited consolidated pro forma financial results for its second fiscal quarter ended June 30, 2014.



For the three months ended June 30, 2014 (on a pro forma basis):

- Net sales were \$2.3 billion, a decrease of 4.2% from the prior year.
- Net loss was (\$3.3) million.
- Diluted net loss per share was (\$0.21).
- Adjusted EBITDA was \$37.8 million, a decrease of 10.8% from the prior year.

For the six months ended June 30, 2014 (on a pro forma basis):

- Net sales were \$4.5 billion, a decrease of 4.8% from the prior year.
- Net earnings were \$6.1 million, compared to a net loss of (\$7.0) million from the prior year.
- Diluted net earnings per share was \$0.38.
- Adjusted EBITDA was \$61.9 million, a decrease of 4.8% from the prior year.

Because Veritiv's registration as a public reporting company became effective in the second quarter and the spin-off and merger transactions were not consummated until the third quarter, Veritiv will report full second quarter results for the legacy xpedx business of International Paper Company in its Quarterly Report on Form 10-Q for the period ended June 30, 2014, expected to be filed on August 14, 2014. Beginning with the quarterly period ending September 30, 2014, Veritiv will report consolidated financial results for the combined company.

"From the start, Veritiv made a commitment to work our integration plan with much diligence, while continuing to focus on supporting our customers. I'm proud to say we are on track with both of these imperatives, and our work is resonating positively with our customers, suppliers and employees," said Mary Laschinger, Chairman and CEO of Veritiv Corporation.

Management reaffirms that it expects 2014 consolidated pro forma adjusted EBITDA for Veritiv Corporation of approximately \$135 million to \$145 million.

Important information regarding operating results and related reconciliations of non-GAAP financial measures to the most comparable GAAP measures can be found in the schedules and related footnotes to this press release, which should be thoroughly reviewed.

Please download the free Veritiv Corporation Investors app for Apple and Android devices.

About Veritiv

Veritiv Corporation (NYSE: VRTV), with corporate offices in Atlanta and Loveland, Ohio, is a North American leader in business-to-business distribution solutions. Serving customers across virtually every industry, Veritiv provides print, packaging, facility and logistics solutions that help shape the success of its customers. Established in 2014, following the merger of International Paper Company's xpedx division and Unisource Worldwide, the company employs approximately 9,500 team members across more than 170 distribution centers throughout the U.S, Mexico and Canada. For more information about Veritiv and its business segments visit www.veritivcorp.com.

Safe Harbor Provision

Certain statements contained in this press release regarding Veritiv Corporation's (the "Company") future operating results, performance, business plans, prospects, guidance and any other statements not constituting historical fact are "forward-looking statements" subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. Where possible, the words "believe," "expect," "anticipate," "intend," "should," "will," "would," "planned," "estimated," "potential," "goal," "outlook," "may," "predicts," "could," or the negative of such terms, or other comparable expressions, as they relate to the Company or its management, have been used to identify such forward-looking statements. All forward-looking statements reflect only the Company's current beliefs and assumptions with respect to future operating results, performance, business plans, prospects, guidance and other matters, and are based on information currently available to the Company. Accordingly, the statements are subject to significant risks, uncertainties and contingencies, which could cause the Company's actual operating results, performance or business plans or prospects to differ materially from those expressed in, or implied by, these statements.

Factors that could cause actual results to differ materially from current expectations include risks and other factors described in the Company's publicly available reports filed with the SEC, which contain a discussion of various factors that may affect the Company's business or financial results. Such risks and other factors, which in some instances are beyond the Company's control, include: the industry-wide decline in demand for paper and related products; procurement and other risks in obtaining packaging, paper and facility products from our suppliers for resale to our customers; increased competition, from existing and non-traditional sources; loss of significant customers; successful integration of the xpedx and Unisource businesses and realization and timing of the expected synergy and other cost savings from the merger; our ability to collect trade receivables from customers to whom we extend credit; fuel cost increases; inclement weather, anti-terrorism measures and other disruptions to the transportation network; our ability to generate sufficient cash to service our debt; our ability to comply with the covenants contained in our debt agreements; our ability to refinance or restructure our debt on reasonable terms and conditions as might be necessary from time to time; increasing interest rates; foreign currency fluctuations; changes in accounting standards and methodologies; regulatory changes and judicial rulings

impacting our business; adverse results from litigation, governmental investigations or tax related proceedings or audits; the effects of work stoppages, union negotiations and union disputes; our reliance on third-party vendors for various services; and other events of which we are presently unaware or that we currently deem immaterial that may result in unexpected adverse operating results. The Company is not responsible for updating the information contained in this press release beyond the published date, or for changes made to this document by wire services or Internet service providers. This press release is being furnished to the SEC through a Form 8-K. The company's Quarterly Report on Form 10-Q for the period ended June 30, 2014 to be filed with the SEC may contain updates to the information included in this release.

Non-GAAP Measures

We supplement our financial information prepared in accordance with GAAP with Adjusted EBITDA (earnings before interest, income taxes, depreciation and amortization, cash and non-cash restructuring (income) charges, stock-based compensation expense, LIFO (income) expense, asset impairment charges, (gain) loss on sale of joint venture, non-restructuring severance charges, merger and integration costs, income (loss) from discontinued operations, net of income taxes and certain other costs) because we believe investors commonly use Adjusted EBITDA as a main component of valuing companies such as ours. In addition, the credit agreement governing our ABL Facility permits us to exclude these and other charges and expenses in calculating "Consolidated EBITDA" pursuant to such credit agreement.

Adjusted EBITDA is not a measurement of financial performance under GAAP. Non-GAAP measures do not have definitions under GAAP and may be defined differently by and not be comparable to, similarly titled measures used by other companies. As a result, we consider and evaluate non-GAAP measures in connection with a review of the most directly comparable measure calculated in accordance with GAAP. We caution investors not to place undue reliance on such non-GAAP measures, but also to consider them with the most directly comparable GAAP measure. Adjusted EBITDA has a limitation as an analytical tool and should not be considered in isolation or as a substitute for analyzing our results as reported under GAAP. Please see the schedules and related footnotes to this press release for reconciliations of these non-GAAP measures to the most comparable GAAP measures.

Table I VERITIV CORPORATION RECONCILIATION OF NON-GAAP MEASURES (in millions, except per share amounts) (unaudited)

		For the	Three Mo	nths Ended	June 30	, 2014	For the Three Months Ended June 30, 2013							
Net sales Net income (loss) Interest expense, net Income tax provision (benefit) Depreciation and amortization EBITDA Restructuring (income) charges		xpedx As Reported		Pro Forma Adjustments*		eritiv Pro orma As Adjusted		pedx As eported		o Forma ustments*	Fo	eritiv Pro orma As djusted		
	\$	1,329.0	\$	976.8	\$	2,305.8	\$	1,402.9	\$	1,004.3	\$	2,407.2		
Net income (loss)	\$	2.9	\$	(6.2)	\$	(3.3)	\$	(2.4)	\$	2.5	\$	0.1		
Interest expense, net		-		7.6		7.6		-		8.0		8.0		
Income tax provision (benefit)		2.1		7.3		9.4		(1.4)		(0.3)		(1.7)		
Depreciation and amortization		4.3		6.9		11.2		4.1		7.5		11.6		
EBITDA		9.3		15.6		24.9		0.3		17.7		18.0		
Restructuring (income) charges		(0.9)		-		(0.9)		17.3		1.7		19.0		
Non-restructuring stock-based compensation		3.2		-		3.2		3.3		0.2		3.5		
LIFO (income) expense		3.4		1.5		4.9		(0.4)		1.6		1.2		
Asset impairment		-		2.8		2.8		-		0.2		0.2		
Non-restructuring severance charges		0.6		0.2		0.8		0.2		0.2		0.4		
Merger and integration costs		2.1		-		2.1		-		-		-		
(Loss) income from discontinued operations, net of tax	es					-		(0.1)		-		(0.1)		
Pro Forma Adjusted EBITDA	\$	17.7	\$	20.1	\$	37.8	\$	20.8	\$	21.6	\$	42.4		

		For the	Six Mo	nths Ended J	June 30, :	2014	For the Six Months Ended June 30, 2013								
	xpedx As Reported		Pro Forma Adjustments*		F	eritiv Pro orma As adjusted		pedx As eported		o Forma ustments*	F	eritiv Pro orma As djusted			
Net sales	\$ 2,	636.4	\$	1,907.5	\$	4,543.9	\$	2,791.3	\$	1,983.7	\$	4,775.0			
Net income (loss)	\$	8.4	\$	(2.3)	\$	6.1	\$	(3.1)	\$	(3.9)	\$	(7.0)			
Interest expense, net		-		15.3		15.3		-		16.2		16.2			
Income tax provision (benefit)		5.8		6.7		12.5		(1.9)		(0.7)		(2.6)			
Depreciation and amortization		8.9		13.6		22.5	8.4		14.9			23.3			
EBITDA		23.1		33.3		56.4		3.4		26.5		29.9			
Restructuring (income) charges		(1.1)		0.2		(0.9)		24.4		2.5		26.9			
Non-restructuring stock-based compensation		4.3		0.1		4.4		7.8		0.4		8.2			
LIFO (income) expense		(0.3)		1.3		1.0		(2.3)		1.3		(1.0)			
Asset impairment charge		-		2.8		2.8		-		0.3		0.3			
(Gain) Loss on sale of joint venture		-		(6.6)		(6.6)		-		-		-			
Non-restructuring severance charges		2.2		0.4		2.6		0.6		0.2		0.8			
Merger and integration costs		2.1		-		2.1		-		-		-			
(Loss) income from discontinued operations, net of taxes		(0.1)				(0.1)		0.1		-		0.1			
Pro Forma Adjusted EBITDA	\$	30.4	\$	31.5	\$	61.9	\$	33.8	\$	31.2	\$	65.0			

* Pro forma adjustments take into account as if the merger with UWW Holdings, Inc. and the related financing occurred on January 1, 2013.

Logo- http://photos.prnewswire.com/prnh/20140812/135692

CONTACT: Investors: Neil Russell, 678-418-4215; Media: Ed Patterson, 678-418-4221





Safe Harbor Provision

Certain statements contained in this presentation regarding Veritiv Corporation's (the "Company") future operating results, performance, business plans, prospects, guidance and any other statements not constituting historical fact are "forward-looking statements" subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. Where possible, the words "believe," "expect," "anticipate," "intend," "should," "will," "would," "planned," "estimated," "potential," "goal," "outlook," "may," "predicts," "could," or the negative of such terms, or other comparable expressions, as they relate to the Company or its management, have been used to identify such forward-looking statements. All forward-looking statements reflect only the Company's current beliefs and assumptions with respect to future operating results, performance, business plans, prospects, guidance and other matters, and are based on information currently available to the Company. Accordingly, the statements are subject to significant risks, uncertainties and contingencies, which could cause the Company's actual operating results, performance or business plans or prospects to differ materially from those expressed in, or implied by, these statements.

Factors that could cause actual results to differ materially from current expectations include risks and other factors described in the Company's publicly available reports filed with the SEC, which contain a discussion of various factors that may affect the Company's business or financial results. Such risks and other factors, which in some instances are beyond the Company's control, include: the industry-wide decline in demand for paper and related products; procurement and other risks in obtaining packaging, paper and facility products from our suppliers for resale to our customers; increased competition, from existing and non-traditional sources; loss of significant customers; successful integration of the Unisource and xpedx businesses and realization and timing of the expected synergy and other cost savings from the merger; our ability to collect trade receivables from customers to whom we extend credit; fuel cost increases; inclement weather, anti-terrorism measures and other disruptions to the transportation network; our ability to generate sufficient cash to service our debt; our ability to comply with the covenants contained in our debt agreements; our ability to refinance or restructure our debt on reasonable terms and conditions as might be necessary from time to time; increasing interest rates; foreign currency fluctuations; changes in accounting standards and methodologies; regulatory changes and judicial rulings impacting our business; adverse results from litigation, governmental investigations or tax related proceedings or audits; the effects of work stoppages, union negotiations and union disputes; our reliance on third-party vendors for various services; and other events of which we are presently unaware or that we currently deem immaterial that may result in unexpected adverse operating results. The Company is not responsible for updating the information contained in this presentation beyond the published date, or for changes made to this document by wire services or Internet service providers. This presentation is being furnished to the SEC through a Form 8-K. The Company's Quarterly Report on Form 10-Q for the period ended June 30, 2014 to be filed with the SEC may contain updates to the information included in this release.

We reference non-GAAP financial measures in this presentation. Please see the appendix for reconciliations of non-GAAP measures to the most comparable GAAP measures.





Mary Laschinger, Chairman & CEO



Creating An Industry Leader

Market Leadership

- Creates North American market leader
- Improves market position by combining top industry leaders
- Strengthens relationships with top customers and suppliers
 - Minimal customer overlap
 - Greater supply chain capability
 - Greater sourcing strategies

Value Creation

- Bigger, stronger, and more stable company
- Better able to service our customers
- Growth for suppliers
- Opportunity to capture significant synergies
 - Strategic sourcing
 - Supply chain efficiencies
 - Fixed costs

Strategic Focus

- Creates a standalone company allowing for strategic focus
- Better positioned to take advantage of higher margin growth
- Creates a unique combination of two like companies



2Q14 Veritiv Pro Forma Financial Results* Veritiv

Pro forma results for the second quarter ended June 30, 2014:

- Net sales were \$2.3 billion.
- Net loss of \$3.3 million.
- Diluted net loss per share was \$0.21.
- Adjusted EBITDA was \$37.8 million.





- 1 Stabilizing ongoing operations as a combined business while maintaining customer focus
 - 2 Continuing to execute our plans for integration and synergy capture
- Aligning the organization around segment strategies, our operational model and organizational design





2Q14 Veritiv Pro Forma Financial Results*

(Unaudited, In Millions, Except Per Share Data)

Three Months Ended June 30, 2014 Three Months Ended June 30, 2013

	Total
Net Sales	\$2,306
Net Earnings (loss)	(\$3.3)
Adjusted EBITDA	\$37.8
Diluted EPS	(\$0.21)

	Total
Net Sales	\$2,407
Net Earnings (loss)	\$0.1
Adjusted EBITDA	\$42.4
Diluted EPS	\$0.01

	% Change
	- 4.2%
	N/A
	- 10.8%
Ī	N/A

Six Months Ended June 30, 2014

	Total
Net Sales	\$4,544
Net Earnings (loss)	\$6.1
Adjusted EBITDA	\$61.9
Diluted EPS	\$0.38

Six Months Ended June 30, 2013

	Total
Net Sales	\$4,775
Net Earnings (loss)	(\$7.0)
Adjusted EBITDA	\$65.0
Diluted EPS	(\$0.44)

	% Change
Ī	- 4.8%
	N/A
Ì	- 4.8%
	N/A

2014 consolidated pro forma adjusted EBITDA expected to be \$135 million -\$145 million

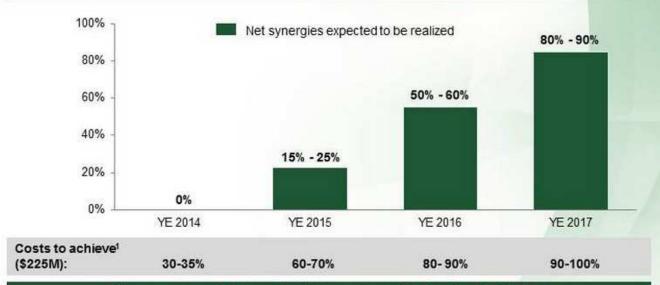
^{*}Please see the appendix for reconciliations of non-GAAP measures to the most comparable GAAP measures.



Synergies & One-Time Integration Costs

Veritiv expects significant net synergies of \$150M - \$225M

- Key areas that synergies will be derived from include:
 - Supply chain efficiencies
 - Selling, General and Administrative



Management intends to improve Adjusted EBITDA by an incremental \$100 million over next few years

1) Includes ~ \$55 million of one-time integration capital expenditures



ABL Facility & Capital Allocation

Capital Structure

- New \$1.4 billion ABL facility in place, matures 2019
 - Initial draw down of approximately \$755 million at closing
 - Available liquidity at closing of approximately \$500 million
- Initial ABL drawings used to repay Unisource debt and to fund IP cash dividend of \$400 million
- Over the next few years, Veritiv expects revolver availability plus cash flow from operations will be sufficient to fund costs of achieving synergies and other working capital needs

Capital Allocation

- Expected capital spending of approximately \$10 million for remainder of year
- Capital Allocation Priorities:
 - Fund costs of synergies and reinvest in the business
 - Pay down debt
 - Position company to return value to shareholders over time





Mary Laschinger, Chairman & CEO

Appendix: Non-GAAP Measures



We supplement our financial information prepared in accordance with GAAP with Adjusted EBITDA (earnings before interest, income taxes, depreciation and amortization, cash and non-cash restructuring (income) charges, stock-based compensation expense, LIFO (income) expense, asset impairment charges, (gain) loss on sale of joint venture, non-restructuring severance charges, merger and integration costs, income (loss) from discontinued operations, net of income taxes and certain other costs) because we believe investors commonly use Adjusted EBITDA as a main component of valuing companies such as ours. In addition, the credit agreement governing our ABL Facility permits us to exclude these and other charges and expenses in calculating "Consolidated EBITDA" pursuant to such credit agreement.

Adjusted EBITDA is not a measurement of financial performance under GAAP. Non-GAAP measures do not have definitions under GAAP and may be defined differently by and not be comparable to, similarly titled measures used by other companies. As a result, we consider and evaluate non-GAAP measures in connection with a review of the most directly comparable measure calculated in accordance with GAAP. We caution investors not to place undue reliance on such non-GAAP measures, but also to consider them with the most directly comparable GAAP measure. Adjusted EBITDA has limitations as an analytical tool and should not be considered in isolation or as a substitute for analyzing our results as reported under GAAP. Please see the following schedules and related footnotes for reconciliations of these non-GAAP measures to the most comparable GAAP measures.

Appendix: Reconciliation of Non-GAAP Measures



Table I VERTIV CO PPORATION RECONCILIATION OF NON-GAIP MEASURES (in millions, ex cept per share amounts) juneualted)

	F	or the The	ee Mo	nths Ended	June	For the Three Months Ended June 30, 2013						
		xpedx As	Pro Forms		Veritiv Pro Rozma		xpedx As		Pro Forms		Veritiv Pro forms	
	R	eported	Adju	stments"	AS	Adjusted	R	eported	Ad j	ustments*	As.	Adjusted
Net sales	\$	1,329,0	\$	975.8	\$	2,305.8	5	14029	\$	1,004.3	\$	2,407.2
Net income (loss)	3	2.9	\$	(6.2)	5	(3.3)	\$	(24)	5	2.5	5	0.1
Interest expense, n et		9965		7.6		7.5				8.0		8.0
Income tax provision (benefit)		2.1		7.3		9.4		(24)		(0.3)		(1.7)
Depreciation and amortization		4.3		6.9		22.2		4.1		7.5		11.6
BITDA	7.	9.3		15.6		24.9		0.3		17.7		12.0
Restructuring (income) charges		(0.9)				(0.9)		17.3		1.7		19.0
Non-restructuring stock-based compensation		3.2		-		3.2		3.3		0.2		3.5
URD (income) expense		3.4		1.5		4.9		(0.4)		1.6		1.2
Asset implairment				2.8		2.8				0.2		0.2
Non-restructuring severance charges		0.5		0.2		0.8		0.2		0.2		0.4
Weiger and integration costs		2.1				2.1		-		-		
(Loss) income from discontinued operations, net of taxes								(0.1)				(0.1)
Pro Forme Adjusted EBITOA	3	17.7	\$	20.1	5	37.8	\$	208	\$	21.6	5	24

	For the Six Months Ended June 30, 2004							For the Six Months Ended June 30, 2013					
	- 0	pedx		410010100	- 8	Veritiv	_				53	/ecity	
		As.	P:	o Forme	P	to Forms	X	pedx As	P	ro Forme	Po	o Forme	
	Re	ported	Adju	is trients"	As	Adjusted	R	eported	Adj	ustments"	As.	Adjusted.	
Netsees	3	2536,4	5	1907.5	\$	4,542.5	\$	2,7913	5	1,983.7	5	4775.0	
Net income (loss)	\$	8.4	5	(2.3)	\$	6.1	5	(31)	\$	(3.5)	5	(7.0)	
Interest expense, net		1		25.3		25.3				15.2		25.2	
Income tex provision (benefit)		5.8		6.7		22.5		(19)		(0.7)		(2.6)	
Depreciation and amortization		8.9		13.6		22.5		84		14.9		22.3	
BITDA	2	23.1		39.3		56.4		3.4		26.5	100	29.9	
Restructuring (income) charges		(2.2)		0.2		(0.9)		24.4		2.5		25.9	
Non-restructuring stock-based compensation		4.3		0.1		4.4		7.8		0.4		8.2	
UFO (income) expense		(0.3)		1.3		1.0		(23)		13		(2.0)	
Asset impairment charge		10		2.8		2.8				0.3		0.3	
(Gain) Losson sale of joint venture		*		(6.6		(6.6)						- 50	
Non-restructuring severance charges		2.2		0,4		2.6		0.6		0.2		0.8	
Weiger and integration costs		2.1				2.1						**	
(Loss) income from discontinued operations, net of taxes		(0.1)				(0.1)		0.1				0.1	
Pro Forme Adjusted EBITDA	S	30,4	5	31.5	5	61.9	5	333	5	31.2	5	80.0	

^{*} Pro forms adjustments take into account as if the merger with UWW Holdings, Inc. and the relates financing accurred an January £ 2018

