

VERITIV CORP

Reported by **ZILLMER JOHN J**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/05/15 for the Period Ending 12/31/14

Address 6600 GOVERNORS LAKE PARKWAY

NORCROSS, GA 30071

Telephone (770) 447-9000

CIK 0001599489

Symbol VRTV

Fiscal Year 12/31





] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2.	2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
OHN J			V	eri	tiv Co	rp	[VRT	V]								
				3. Date of Earliest Transaction (MM/DD/YYYY)								X Director10% Owner				
()												r (give title	below) _	Other	(specify	
NORS	LAKE						12/31/2	2014			below)					
(Street)							t, Date O	riginal F	iled				nt/Group l	Filing (Che	eck	
GA 300	71															
(State)	(Zip)														n	
	Table I	- Non-D	eriva	ntiv	e Secur	itie	s Acanii	ed. Disn	osed	d of. o	r Beneficially	v Owned				
	145101				1						`			6.	7. Nature	
1		Date		Deemed Execution Date, if		ode	Disposed of (D)		Foll (Inst	owing Reported T			Form: Direct (D)			
					any		Code V	o	r	ice				or Indirect (I) (Instr. 4)	(Instr. 4)	
ole II - Dei	rivative S	Securitie	s Ber	nefi	icially C)wn	ned (<i>e.g.</i>	, puts, c	alls,	warra	ants, options,	, convert	ible secur	ities)		
curity Conversion or Exercise Price of Date Detection Date Date Date Date Date Date Date Date		3A. Deemed Execution Date, if any	Code	3. :	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date			curities erivative	Underlying Security		of derivative Securities Beneficially Owned Following Reported	Ownership of Form of Derivative (Security: Direct (D) or Indirect (I) (Instr.	Beneficial	
			Code	V	(A)	(D)	Date Exercisab		Tit	tle	Amount or Number of Shares		Transaction (s) (Instr. 4)	(4)		
1	12/31/2014	1	1	ı I			1		1~		l .		I	I	1	
	(Street) (Street) (GA 300 (State) Ole II - Der 2. Conversion or Exercise Price of Derivative	(Street) GA 30071 (State) (Zip) Table I Conversion or Exercise Price of Derivative Security (Midde Recognition (Midde Recog	(Street) GA 30071 (State) (Zip) Table I - Non-D Table I - Non-D Or Exercise Price of Derivative Security Security A Middle) (Middle) (Zip) Table I - Non-D A Deemed Execution Date, if any	(Street) (Street) (GA 30071 (State) (Zip) Table I - Non-Deriva 2. Trandate Conversion or Exercise Price of Derivative Security Date Date, if any Security Code C	(Street) (Middle) 3. Date (Street) 4. If A (MM/E) (GA 30071 (State) (Zip) Table I - Non-Derivative 2. Trans. Date Conversion or Exercise Price of Derivative Security 2. Trans. Code (Instr. 8) Code V	(Street) (Street) (State) (State) (State) (Zip) Table I - Non-Derivative Securities Beneficially Conversion or Exercise Price of Derivative Security (State) (Street) 4. If Amendin (MM/DD/YYYY) 2. Trans. Date 2. Trans. Date 2. Trans. Deemed Execution Date, if any 3. Deemed Execution Date, if any 3. Code (Instr. Acquired any Securities Se	(Street) (Street) (State) (State) (Zip) Table I - Non-Derivative Securities 2. Trans. Date Deemed Execution Date, if any	Veritiv Corp [VRT Shorts Veritiv Corp VRT Veritiv Corp VRT Shorts Veritiv Corp VRT Veritiv Corp Veritiv Corp VRT Veritiv Corp VRT Veritiv Corp Veritiv Corp	PHN J (First) (Middle) 3. Date of Earliest Transaction (MN 12/31/2014 (Street) 4. If Amendment, Date Original Find (MM/DD/YYYY) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Or Exercise Price of Original Find (Instr. 3, 4 and S) Code V (A) (D) Part (Middle) 3. Date of Earliest Transaction (MN 12/31/2014 4. If Amendment, Date Original Find (MM/DD/YYYY) 4. If Amendment, Date Original Find (MM/DD/YYYY) Acquired, Disposed of Original Find (Instr. 8) Code V (A) (D) Date Exercisable Expiration (Instr. 3, 4 and S) Code V (A) (D) Date Expiration (MN 12/31/2014 4. If Amendment, Date Original Find (MM/DD/YYYY) Acquired (A) Or Disposed of (D) (Instr. 3, 4 and S) Code V (A) (D) Date Expiration (MN 12/31/2014 12/31/2014 12/31/2014 13. Trans. Code (Instr. 8) Code V (A) (D) Date Expiration (MN 12/31/2014 12/31/2014 13. Trans. Code (Instr. 8) Code (Instr. 8) Code V (A) (D) Date Expiration (MN 12/31/2014 12/31/2014 13. Trans. Code (Instr. 8) Code (Instr. 8) Code V (A) (D) Date Expiration (MN 12/31/2014 14. Securities (Instr. 8) Code V (A) (D) Date Expiration (MN 12/31/2014 14. Securities (Instr. 8) Code V (A) (D) Date Expiration (MN 12/31/2014 15. Number of (Derivative Securities (Instr. 3, 4 and S) Code V (A) (D) Date Expiration (MN 12/31/2014 15. Number of (Derivative Securities (Instr. 3, 4 and S) Code V (A) (D) Date Expiration (MN 12/31/2014 15. Number of (Derivative Securities (Instr. 3, 4 and S) Date Expiration (MN 15. Number of (Derivative Securities (Instr. 3, 4 and S) Code V (A) (D) Date Expiration (MN 15. Number of (Derivative Securities (Instr. 3, 4 and S) Code (Derivative Securities (Instr.	Conversion or Exercise Price of Derivative Security Code V Amount Code V	Code V Code V Code V Code Co	Check all Veritiv Corp [VRTV] 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (State) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (State) (State) (State) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3, 4 and 4) (Instr. 3 and 4)	Check all applicate (Check all	Check all applicable	Check all applicable Check all applicable	

Explanation of Responses:

- (1) Each deferred share unit is the economic equivalent of one share of Veritiv Corporation common stock.
- (2) The deferred share units are fully vested and non-forfeitable as of the grant date and shall be payable in cash, generally within 30 days after the reporting person's termination of service as a Veritiv Corporation director.

Reporting Owners

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
ZILLMER JOHN J 6600 GOVERNORS LAKE PARKWAY	X							
NORCROSS, GA 30071								

Signatures

/s/ Mark W. Hianik, Attorney-in-Fact for John J. Zillmer

1/5/2015

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

- * 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).

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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