

KAPSTONE PAPER & PACKAGING CORP
 Form 4
 June 08, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 STONE ROGER W

2. Issuer Name and Ticker or Trading Symbol
 KAPSTONE PAPER & PACKAGING CORP [KS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/04/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

KAPSTONE PAPER & PKG. CORP., 1101 SKOKIE BOULEVARD, STE 300

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORTHBROOK, IL 60062-6141

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D)		
					Price		
Common Stock	06/04/2015		S		43,448 <u>(1)</u>	D	
					\$ 26.3199 <u>(2)</u>		
					5,753,499 <u>(3)</u>	D	
Common Stock	06/05/2015		S		56,552 <u>(1)</u>	D	
					\$ 26.6674 <u>(4)</u>		
					5,696,947 <u>(5)</u>	D	

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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 Owned Beneficially (Instr. 5).

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: STONE ROGER W, KAPSTONE PAPER & PKG. CORP., 1101 SKOKIE BOULEVARD, STE 300, NORTHBROOK, IL 60062-6141. Relationship: X (Director), Chairman and CEO (Officer).

Signatures

/s/ Timothy W. Schmidt, attorney-in-fact, 06/08/2015. **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) The reported shares of common stock were sold by the Roger and Susan Stone Family Foundation. The reported price represents a weighted average sales price. The range of prices at which common stock was sold was \$26.09 to \$26.61 per share. The reporting person undertakes to provide to the staff, the issuer, or a security holder full information regarding the number of shares sold at each price upon request.
(3) Includes 2,756,352 shares of common stock held by the Roger and Susan Stone Family Foundation. The reported price represents a weighted average sales price. The range of prices at which common stock was sold was \$26.11 to \$26.91 per share. The reporting person undertakes to provide to the staff, the issuer, or a security holder full information regarding the number of shares sold at each price upon request.
(5) Includes 2,699,800 shares of common stock held by the Roger and Susan Stone Family Foundation.

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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