

Quad/Graphics, Inc.
Form 5
February 14, 2014

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Quadracci J Joel

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Quad/Graphics, Inc. [QUAD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, Pres. & CEO

C/O QUAD/GRAPHICS, INC., N61 W23044 HARRY'S WAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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

6. Individual or Joint/Group Reporting

(check applicable line)

SUSSEX, WI 53089

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock	09/06/2013		G	4,643	D	\$ 0	321,101	D	
Class A Common Stock							3,720	I	By 401(a) Plan

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

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Annual Share
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Options (Right to Buy)	\$ 13.4708	Â	Â	Â	Â	Â	Â <u>(1)</u>	11/18/2021	Class A Common Stock	4
Stock Options (Right to Buy)	\$ 13.4708	Â	Â	Â	Â	Â	Â <u>(2)</u>	11/18/2021	Class A Common Stock	3
Stock Options (Right to Buy)	\$ 13.4708	Â	Â	Â	Â	Â	Â <u>(2)</u>	11/18/2021	Class A Common Stock	6
Stock Options (Right to Buy)	\$ 13.4708	Â	Â	Â	Â	Â	Â <u>(3)</u>	11/18/2021	Class A Common Stock	3
Stock Options (Right to Buy)	\$ 13.4708	Â	Â	Â	Â	Â	Â <u>(3)</u>	11/18/2021	Class A Common Stock	3
Stock Options (Right to Buy)	\$ 13.4708	Â	Â	Â	Â	Â	Â <u>(4)</u>	11/18/2021	Class A Common Stock	9
Stock Options (Right to Buy)	\$ 13.4708	Â	Â	Â	Â	Â	Â <u>(5)</u>	11/18/2021	Class A Common Stock	4
Stock Options (Right to Buy)	\$ 23.37	Â	Â	Â	Â	Â	Â <u>(6)</u>	01/31/2017	Class A Common Stock	13
	\$ 29.37	Â	Â	Â	Â	Â	Â <u>(7)</u>	01/31/2018		10

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Stock Options (Right to Buy)										Class A Common Stock
Stock Options (Right to Buy)	\$ 15.37	^	^	^	^	^	^	^ (8)	01/31/2019	Class A Common Stock
Stock Options (Right to Buy)	\$ 16.62	^	^	^	^	^	^	^ (8)	01/31/2020	Class A Common Stock
Stock Options (Right to Buy)	\$ 41.26	^	^	^	^	^	^	^ (9)	01/01/2021	Class A Common Stock
Stock Options (Right to Buy)	\$ 14.14	^	^	^	^	^	^	^ (10)	01/01/2022	Class A Common Stock
Class B Common Stock	^	09/06/2013	^	G	^	2,802	^	^ (11)	^ (11)	Class A Common Stock
Class B Common Stock	^	12/06/2013	^	G	111,660	^	^	^ (11)	^ (11)	Class A Common Stock
Class B Common Stock	^	09/06/2013	^	G	85	^	^	^ (11)	^ (11)	Class A Common Stock
Class B Common Stock	^	^	^	^	^	^	^	^ (11)	^ (11)	Class A Common Stock
Class B Common Stock	^	^	^	^	^	^	^	^ (11)	^ (11)	Class A Common Stock
Class B Common Stock	^	^	^	^	^	^	^	^ (11)	^ (11)	Class A Common Stock
Class B Common Stock	^	^	^	^	^	^	^	^ (11)	^ (11)	Class A Common Stock
Class B Common Stock	^	09/06/2013	^	G	39	^	^	^ (11)	^ (11)	Class A Common Stock

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Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (11)	Â (11)	Class A Common Stock
Class B Common Stock	Â	09/06/2013	Â	G	70	Â	Â (11)	Â (11)	Class A Common Stock
Class B Common Stock	Â	12/09/2013	Â	G	119,837	Â	Â (11)	Â (11)	Class A Common Stock
Class B Common Stock	Â	12/09/2013	Â	G	126,488	Â	Â (11)	Â (11)	Class A Common Stock
Class B Common Stock	Â	12/09/2013	Â	G	126,504	Â	Â (11)	Â (11)	Class A Common Stock
Class B Common Stock	Â	12/09/2013	Â	G	126,473	Â	Â (11)	Â (11)	Class A Common Stock
Class B Common Stock	Â	12/06/2013	Â	G	111,660	Â	Â (11)	Â (11)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quadracci J Joel C/O QUAD/GRAPHICS, INC. N61 W23044 HARRY'S WAY SUSSEX, WI 53089	Â X	Â	Â Chairman, Pres. & CEO	Â

Signatures

/s/ Russell E. Ryba, Attorney-In-Fact for J. Joel
Quadracci

02/14/2014

__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) Became exercisable as to 3,307 shares on May 14, 2012, and become exercisable ratably over the next two years with respect to the remaining shares beginning on November 18, 2012.
- (2) Became exercisable as to 3,150 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (3) Became exercisable as to 1,575 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (4) Became exercisable as to 3,500 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (5) Became exercisable as to 1,500 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (6) Became exercisable as to 75,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (7) Became exercisable as to 40,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (8) Became exercisable as to 30,000 shares on May 14, 2012, and become exercisable ratably over the next three years with respect to the remaining shares beginning on November 18, 2012.
- (9) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.
- (10) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.
- (11) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost and has no expiration date.
- (12) As Trustee for the Alexander Q. Harned 2007 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (13) As Trustee for the Elizabeth Quadracci Harned 2003 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (14) As Trustee for the HRQ 1990 Descendants Trust for Joel. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (15) As Trustee for the Harry Virgil Quadracci Flores 2002 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (16) As Trustee for the Isabella Marion Flores 1999 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (17) As Trustee for the Kathryn B. Harned 2004 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (18) Represents deposit into voting trust of shares previously reported as owned as Trustee for the Kaitlin Mary Flores 2000 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (19) As Trustee for the William V. Harned 2006 Trust. The reporting person is a trustee of the trust and is a current or future beneficiary thereof. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (20) As Trustee for the HVQ 1992 Descendants Trust f/b/o H. Richard Quadracci. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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- (21) As Trustee for the HVQ 1992 Descendants Trust f/b/o H. Kathryn Q. Flores. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (22) As Trustee for the HVQ 1992 Descendants Trust f/b/o J. Joel Quadracci. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (23) As Trustee for the HVQ 1992 Descendants Trust f/b/o Elizabeth Q. Harned. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (24) As Trustee for the H. Richard Quadracci 2010 Trust. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.