

QuadSystems, LLC
Form S-4
January 08, 2015
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As filed with the Securities and Exchange Commission on January 8, 2015

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM S-4

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

QUAD/GRAPHICS, INC.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)

2750
(Primary Standard Industrial
Classification Code Number)

39-1152983
(I.R.S. Employer Identification Number)

N61 W23044 Harry s Way

**Sussex, Wisconsin 53089-3995
(414) 566-6000**

(Address, including zip code and telephone number, including area code, of registrant s principal executive offices)

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Jennifer J. Kent
Vice President, General Counsel and Secretary
N61 W23044 Harry s Way

Sussex, Wisconsin 53089-3995
(414) 566-2033

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Russell E. Ryba
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-5306

(414) 297-5668

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions pursuant to the exchange offer described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

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If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issue Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
7.0% Senior Notes due 2022 (2)	\$ 300,000,000	100%	\$ 300,000,000	\$ 34,860
Guarantees for the 7.0% Senior Notes due 2022	(3)	(3)	(3)	(3)

(1) Exclusive of accrued interest, if any, and estimated solely for purposes of determining the registration fee.

(2) Calculated pursuant to Rule 457(f)(2) under the Securities Act of 1933.

(3) Pursuant to Rule 457(n) under the Securities Act of 1933, no registration fee is required with respect to the guarantees.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name of Registrant as Specified in Its Charter	State or Other Jurisdiction of Incorporation	Primary Standard Industrial Classification Number	I.R.S. Employer Identification Number
Quad/Graphics Marketing, LLC	Wisconsin	2750	46-1140802
Quad Marketing Holding Corp.	Wisconsin	9995	46-4530392
Quad Claims, LLC	Wisconsin	6321	45-4292406
Quad/Graphics Canada, LLC	Wisconsin	2750	45-4398480
Child Day Care and Learning Services, LLC	Wisconsin	8351	39-1975317
Quad/Med, LLC	Wisconsin	8000	39-1975150
Graphic Imaging Technology, LLC	Delaware	2750	39-2002736
World Color Capital II, LLC	Delaware	2750	20-4339686
Duplainville Transport, Inc.	Wisconsin	4700	39-1381653
Quad/Air, LLC	Wisconsin	4700	75-2972249
QuadSystems, LLC	Wisconsin	7373	39-1931005
Quad/Greenfield, LLC	Wisconsin	3990	03-0491589
Openfirst, LLC	Delaware	9995	87-0773955
New Electronic Printing Systems, LLC	Delaware	9995	04-3718424
New Diversified Mailing Services, LLC	Delaware	9995	04-3718438
Chemical Research/Technology Co.	Wisconsin	3990	39-1665242
Quad/Creative, LLC	Delaware	2721	39-1956606
Proteus Packaging Corporation	Wisconsin	2750	39-0873877
Transpak Corporation	Wisconsin	2750	39-0804895
Unigraphic, Inc.	Massachusetts	2750	04-2384135
Quad/Graphics Commercial & Specialty, LLC	Wisconsin	2750	26-3888386
Tempt, LLC	Wisconsin	2750	80-0255974
Quad/Tech, Inc.	Wisconsin	8700	39-1381656
Quad/Tech Europe, Inc.	Delaware	9995	39-1610471
Quad/Graphics Holding Company	Delaware	9995	74-2513918
Quad/Graphics Printing Corp.	Delaware	2750	52-2009152
QG, LLC	Delaware	2750	27-0480416
QG Printing Corp.	Delaware	2750	06-1247471
QG Printing II Corp.	Connecticut	2750	06-0887276
World Color Halliday Corp	California	9995	04-2456825
Quad/Graphics Kingsport LLC	Delaware	2732	27-0480274
World Color Northeast Graphics Corp.	Delaware	9995	06-1225892
Quad Logistics Services, LLC	Delaware	4700	06-1576329
Quad/Argentina, Inc.	Delaware	9995	39-1884142
Quad/Brazil, Inc.	Delaware	9995	39-1884145
Quad Logistics Holdings LLC	Wisconsin	9995	applied for

(1) The address and telephone number of the principal executive offices for each additional registrant is N61 W23044 Harry s Way, Sussex, Wisconsin 53089-3995, (414) 566-6000. The name, address and telephone number of the agent for service for each additional registrant is Jennifer J. Kent, Vice President, General Counsel and Secretary, Quad/Graphics, Inc., N61 W23044 Harry s Way, Sussex, Wisconsin 53089-3995, (414) 566-2033.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is declared effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**Subject to completion
Preliminary prospectus dated January 8, 2015**

PROSPECTUS

Quad/Graphics, Inc.

**OFFER TO EXCHANGE ALL OUTSTANDING
\$300,000,000 7.0% Senior Notes due 2022**

FOR NEW, REGISTERED

\$300,000,000 7.0% Senior Notes due 2022

We are offering, upon the terms and subject to the conditions set forth in this prospectus, to exchange all of our outstanding 7.0% Senior Notes due 2022, issued on April 28, 2014 in a private offering, for our new, registered 7.0% Senior Notes due 2022.

- The exchange offer expires at 5:00 p.m., New York City time, on _____, 2015, unless we extend it.
- The terms of the new notes are substantially identical to those of the original notes, except that the new notes will not have securities law transfer restrictions and the registration rights relating to the original notes and the new notes will not provide for the payment of additional interest under circumstances relating to the timing of the exchange offer.

- The new notes will be jointly, severally, fully and unconditionally guaranteed on a senior unsecured basis by each of our existing and future domestic subsidiaries that is a borrower or guarantees indebtedness under our Senior Secured Credit Facilities (as defined below) or that guarantees certain of our other indebtedness or indebtedness of our domestic restricted subsidiaries (other than intercompany debt).
- All outstanding original notes that are validly tendered and not validly withdrawn will be exchanged.
- You may withdraw your tender of original notes any time before the exchange offer expires.
- We will not receive any proceeds from the exchange offer.
- No established trading market for the new notes currently exists. The new notes will not be listed on any securities exchange or included in any automated quotation system.
- The exchange of notes will not be a taxable event for United States federal income tax purposes.

See Risk Factors beginning on page 14 for a discussion of certain risks that you should consider before deciding to exchange your original notes for new notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2015.

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In this prospectus, unless the context otherwise indicates or the context otherwise requires and except as expressly set forth in the section captioned Description of New Notes, the terms Quad/Graphics, the Company, we, us and our refer to Quad/Graphics, Inc. and its consolidated subsidiaries.

In this prospectus, except as expressly set forth in the section captioned Description of New Notes, we refer to our outstanding 7.0% Senior Notes due 2022 as the Original Notes and we refer to our new, registered 7.0% Senior Notes due 2022 as the New Notes. Any reference to Notes in this prospectus refers to the Original Notes and the New Notes collectively, unless the context requires a different interpretation.

This prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. We will provide you without charge upon your request, a copy of any documents that we incorporate by reference, other than exhibits to those documents that are not specifically incorporated by reference into those documents. You may request a copy of a document by writing to Jennifer J. Kent, Vice President, General Counsel and Secretary, Quad/Graphics, Inc., N61 W23044 Harry s Way, Sussex, Wisconsin 53089-3995, or by calling Ms. Kent at (414) 566-2033. To ensure timely delivery, you must request the information no later than five business days before the completion of the exchange offer. Therefore, you must make any request on or before [redacted], 2015.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus. This summary may not contain all of the information that you should consider before making a decision whether to exchange your Original Notes for New Notes. You should read this entire prospectus, including Risk Factors and the documents we incorporate by reference into this prospectus, carefully before making a decision whether to exchange your Original Notes for New Notes.

Company Overview

We are a leading global printer and media channel integrator founded in Pewaukee, Wisconsin, in 1971 by the late Harry V. Quadracci. As of December 31, 2013, we had approximately 25,600 employees in North America, Latin America, and Europe. We have a diverse base of clients in a wide range of industries and serve both businesses and consumers, including retailers, publishers and direct marketers from 147 facilities located in 20 countries. With consultative ideas, worldwide capabilities, leading-edge technology and single-source simplicity, we believe that we have the resources and knowledge to help our clients maximize the revenue they derive from their marketing spend and minimize their total cost of print production and distribution.

Our print and related products and services primarily include:

- *Print solutions.* Includes consumer magazines, catalogs, retail inserts, special interest publications, journals, direct mail, books, directories, in-store marketing, packaging, and other commercial and specialty printed products.
- *Media solutions.* Includes marketing strategy, media planning and placement, data insights, response analytics services, creative services, videography, photography, workflow solutions, digital imaging, facilities management services, digital publishing, and interactive print solutions including image recognition and near field communication technology.
- *Logistics services.* Includes mailing, distribution, logistics, and data optimization and hygiene services.

We enjoy long-standing relationships with a diverse base of approximately 8,000 clients, which includes both national and regional corporations in North America, Latin America and Europe. Our relationships with our largest 20 clients average more than 16 years in duration and we typically sign multi-year print agreements with these clients.

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We operate primarily in the commercial print portion of the printing industry, with related product and service offerings designed to offer clients complete solutions for communicating their message to target audiences. Our reporting segments and our product and service offerings are summarized below.

United States Print and Related Services

The United States Print and Related Services segment is predominantly comprised of our United States printing operations and is managed as one integrated platform. This includes consumer magazines, catalogs, retail inserts, special interest publications, journals, direct mail, books, directories, in-store marketing, packaging, and other commercial and specialty printed products, together with the related service offerings, including marketing strategy, media planning and placement, data insights, response analytics services, creative services, videography, photography, workflow solutions, digital imaging, facilities management services, digital publishing, interactive print solutions including image recognition and near field communication technology, mailing, distribution, logistics, and data optimization and hygiene services. This segment also includes the design, development, manufacture and service of printing-related auxiliary equipment, as well as the manufacture of ink.

The United States Print and Related Services segment accounted for approximately 90% of our consolidated net sales in 2013.

International

The International segment consists of our printing operations in Europe and Latin America, including operations in Poland, Argentina, Brazil, Chile, Colombia, Mexico and Peru. This segment provides printed products and related services consistent with the United States Print and Related Services segment, with the exception of printing-related auxiliary

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equipment, which is included in the United States