

Rock-Tenn CO
Form 4
July 02, 2015

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McIntosh Robert Bruce

(Last) (First) (Middle)

504 THRASHER STREET

(Street)

NORCROSS, GA 30071

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Rock-Tenn CO [RKT]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP, GEN COUNSEL, SECRETARY

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)	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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price (1) (2) (3)	
Class A Common Stock	07/01/2015		D		205,782 (4)	D 0	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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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 Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right-to-buy)	\$ 17.975	07/01/2015		D	23,800	<u>(5)</u> 05/10/2017	Class A Common Stock
Employee Stock Option (right-to-buy)	\$ 14.55	07/01/2015		D	31,000	<u>(5)</u> 03/19/2018	Class A Common Stock
Employee Stock Option (right-to-buy)	\$ 13.215	07/01/2015		D	16,800	<u>(5)</u> 03/18/2019	Class A Common Stock
Employee Stock Option (right-to-buy)	\$ 21.345	07/01/2015		D	8,600	<u>(5)</u> 10/29/2010	Class A Common Stock
Employee Stock Option (right-to-buy)	\$ 34.325	07/01/2015		D	6,400	<u>(5)</u> 02/28/2021	Class A Common Stock
Employee Stock Option (right-to-buy)	\$ 31.695	07/01/2015		D	9,750	<u>(5)</u> 02/01/2022	Class A Common Stock
Employee Stock Option (right-to-buy)	\$ 39.9	07/01/2015		D	7,640	01/25/2013 ⁽⁶⁾ 01/25/2023	Class A Common Stock
Employee Stock Option (right-to-buy)	\$ 50.74	07/01/2015		D	5,980	<u>(5)</u> 01/31/2024	Class A Common Stock
Employee Stock Option (right-to-buy)	\$ 64.9	07/01/2015		D	5,265	03/09/2015 ⁽⁷⁾ 03/09/2025	Class A Common Stock

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

McIntosh Robert Bruce
504 THRASHER STREET

EVP, GEN COUNSEL, SECRETARY

NORCROSS, GA 30071

Signatures

Robert B.
McIntosh

07/01/2015

__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).

"On July 1, 2015, WestRock Company ("WestRock", formerly Rome-Milan Holdings, Inc.), Rock-Tenn Company ("RockTenn") and MeadWestvaco Corporation ("MWV") consummated a business combination transaction (the "Combination"), as a result of which RockTenn and MWV each became a direct wholly owned subsidiary of WestRock. Pursuant to the terms of the Second Amended and Restated Business Combination Agreement, dated as of April 17, 2015 and amended as of May 5, 2015, by and among WestRock, RockTenn, MWV, Rome Merger Sub, Inc. and Milan Merger Sub, LLC, (i) each share of RockTenn Class A common stock issued and outstanding immediately prior to the effective time of the Combination was cancelled and converted into the right to receive, at the election of the RockTenn shareholder (but subject to certain proration procedures),

either (A) one share of WestRock common stock or (B) cash in an amount equal to the volume weighted average price per share of RockTenn common stock on the New York Stock Exchange for the consecutive period over the five trading days immediately preceding

(1) (but not including) the third trading day prior to the effective time of the Combination, and (ii) each share of MWV common stock issued and outstanding immediately prior to the effective time of the Combination was cancelled and converted into the right to receive 0.78 shares of WestRock common stock (the "MWV Exchange Ratio").

Equity-based awards granted pursuant to RockTenn plans and MWV plans that were outstanding immediately prior to the effective time of the Combination were converted into corresponding awards in respect of WestRock common stock at the effective time of the

(3) Combination, subject to the same terms and conditions (including applicable vesting requirements) as were applicable to such awards prior to the consummation of the Combination; provided, that equity-based awards granted pursuant to MWV plans were adjusted to reflect the MWV Exchange Ratio."

(4) Amount includes 380 shares purchased in Employee Stock Purchase Plan.

(5) These options are fully exercisable.

(6) Options will vest on 01/25/2016.

(7) Options granted 03/15/2015 and will vest on 03/09/2018.

Note: File three copies of this Form, one of which must be manually signed. If space 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.