

WestRock Co  
 Form 4/A  
 November 12, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
 LUKE JOHN A JR

(Last) (First) (Middle)  
 504 THRASHER STREET  
 (Street)  
 NORCROSS, GA 30071  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 WestRock Co [WRK]

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

4. If Amendment, Date Original Filed(Month/Day/Year)  
 07/06/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 325,085   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,269   | I  | By Spouse                         |
| Common Stock                    |                                      |  |                                |   | 11,197  | I  | By Daughter                       |
| Common Stock                    |                                      |  |                                |   | 7,644   | I  | By Daughter                       |
| Common Stock                    |                                      |  |                                |   | 7,064   | I  | By Son                            |
|                                 |                                      |  |                                |   | 140,680   | I  |                                   |

|              |  |         |  |   |  |                         |
|--------------|--|---------|--|---|--|-------------------------|
| Common Stock |  |         |  |   |  | In Family Trust         |
| Common Stock |  | 33,912  |  | I |  | In Employee Stock Plan  |
| Common Stock |  | 105,387 |  | I |  | In Deferred Income Plan |

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

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(9-02)

**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) (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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)                        |
| Restricted Stock Units                     | \$ 0   |                                      |  |                                |   | (2)  | (2)   | Common Stock                               | 92,583                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LUKE JOHN A JR<br>504 THRASHER STREET<br>NORCROSS, GA 30071 |               | X         |         |       |

## Signatures

Robert B. McIntosh (attorney-in-fact pursuant to power of attorney previously filed with SEC)

11/11/2015

\_\_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) Restricted Stock Units reported were 55,109 and should have been 92,583.

- On July 1, 2015, WestRock Company ("WestRock", formerly Rome-Milan Holdings, Inc.), Rock-Tenn Company ("RockTenn") and MeadWestvaco Corporaiton ("MWV") consummated a business combination transaction (the "Combination") as a result of which
- (2) RockTenn and MWV each became a direct wholly owned subsidiary of WestRock. At the time of the Merger, the performance conditions with respect to MWV performance-based restricted stock units ("MWV PSUs") were deemed to be earned based on actual performance from January 1, 2015 through the time of the Merger, and the MWV PSUs (and related converted awards as described below, as so earned, have vested immediately following the merger in accordance with their terms subject to deferred distribution under 409(a).

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.