

Quad/Graphics, Inc.
Form 3
May 29, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Ott Nancy</p> <p>(Last) (First) (Middle)</p> <p>C/O QUAD/GRAPHICS, INC.,Â N61 W23044 HARRY'S WAY</p> <p>(Street)</p> <p>SUSSEX,Â WIÂ 53089</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/19/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Quad/Graphics, Inc. [QUAD]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Vice President-Human Resources</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	20,508	D	Â
Class A Common Stock	2,768	I	By 401(a) Plan

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	Â <u>(1)</u>	11/18/2021	Class A Common Stock	1,750	\$ 13.4708	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	11/18/2021	Class A Common Stock	613	\$ 13.4708	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	11/18/2021	Class A Common Stock	1,576	\$ 13.4708	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	11/18/2021	Class A Common Stock	2,500	\$ 13.4708	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	11/18/2021	Class A Common Stock	1,405	\$ 13.4708	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	01/31/2017	Class A Common Stock	5,000	\$ 23.37	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	01/31/2018	Class A Common Stock	2,500	\$ 29.37	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	01/31/2019	Class A Common Stock	2,500	\$ 15.37	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	01/31/2020	Class A Common Stock	5,000	\$ 16.62	D	Â
Stock Options (Right to Buy)	Â <u>(2)</u>	01/01/2021	Class A Common Stock	2,392	\$ 41.26	D	Â
Stock Options (Right to Buy)	Â <u>(3)</u>	01/01/2022	Class A Common Stock	2,392	\$ 14.14	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
Â	Â		Â

Ott Nancy
C/O QUAD/GRAPHICS, INC.
N61 W23044 HARRY'S WAY
SUSSEX, WI 53089

Vice
President-Human
Resources

Signatures

/s/ Jennifer Kent, Attorney-In-Fact for
Nancy Ott

05/29/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Portions of these stock options have already vested and become exercisable and the remainder vest and become exercisable on November 18, 2014.
 - (2) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2013.
 - (3) Vests and becomes exercisable in three equal annual installments beginning on January 1, 2014.

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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