## Edgar Filing: WAUSAU PAPER CORP. - Form 4

WAUSAU Form 4 January 22.	PAPER CORP.									
								OMB AP	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCH Washington, D.C. 2054						E CON	IMISSION	OMB Number:	3235-0287	
Check if no lo subject Section Form 4 Form 5	to SIAIEI 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								
obligati may co	ions Section 17	(a) of the Pul	blic Utility Ho the Investmer	olding Compa	ny A	ct of 19				
(Print or Type	e Responses)									
1. Name and Address of Reporting Person <u>*</u> URMANSKI MATTHEW L			2. Issuer Name <b>ar</b> /mbol /AUSAU PAF		c	Iss	. Relationship of Reporting Person(s) to ssuer			
(Last)	(First)		Date of Earliest	-		1	(Check	all applicable)		
(			(Month/Day/Year) 01/21/2016				Director 10% Owner 10% Owner Other (specify below) President and COO			
	(Street)		If Amendment, I led(Month/Day/Ye	-		App	ndividual or Join plicable Line) _ Form filed by On			
NICHOLA	ASVILLE, KY 403	356					Form filed by Mor			
(City)	(State)	(Zip)	Table I - Non	-Derivative Sec	urities	Acquire	d, Disposed of, o	or Beneficially	y Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year)			3. Transactio Code Zear) (Instr. 8)	f TransactionDisposed of (D) Code (Instr. 3, 4 and 5)				6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
No Par Value Common Stock	01/21/2016		D <u>(1)</u>	4,452	D	\$ 10.25	0	I	401(k) Trust	
No Par Value Common Stock	01/21/2016		D <u>(2)</u>	38,450.414	D	\$ 10.25	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 SEC 1474 information contained in this form are not (9-02)

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#### required to respond unless the form displays a currently valid OMB control number.

#### 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. 5. Number of TransactiorDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underl (Instr. 3	
							Date Exercisable	Expiration Date	Title
<b>D</b>				Code V	(A)	(D)			a
Performance Rights	\$ 0 <u>(2)</u>	01/21/2016		D <u>(3)</u>		22,423.3727	01/02/2016(3)	01/02/2016(3)	Com Sto
Performance Rights	\$ 0 <u>(2)</u>	01/21/2016		D <u>(4)</u>		16,372.8091	01/03/2017(4)	01/03/2017(4)	Com Sto
Common Stock (Right to Buy)	\$ 10.17	01/21/2016		D <u>(5)</u>		5,000	(5)	08/22/2022 <u>(5)</u>	Comi Sto
Common Stock (Right to Buy)	\$ 10	01/21/2016		D <u>(5)</u>		5,000	(5)	09/01/2019	Comi Sto

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
URMANSKI MATTHEW L 104 MILL ROCK ROAD NICHOLASVILLE, KY 40356			President and COO					
Signatures								

Robert J. Gitter, 01/22/2016 Attorney-in-Fact Date

\*\*Signature of Reporting Person

# **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).

Represents an unallocated interest in a 401(k) common stock investment fund. Disposed of pursuant to an agreement and plan of merger dated October 12, 2015 by and among issuer, SCA Americas Inc., and Salmon Acquisition, Inc. (the "Merger") in which the issuer's

- (1) common stockholders, within three days of the effective date of the Merger, were entitled to receive the merger consideration of \$10.25 per common share.
- (2) Converts to common stock on a one-for-one basis. Disposed of pursuant to an agreement and plan of merger dated October 12, 2015 by and among issuer, SCA Americas Inc., and Salmon Acquisition, Inc. (the "Merger") in which the issuer's common stock holders, within

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three days of the effective date of the Merger, were entitled to receive the merger consideration of \$10.25 per common share.

Converts to common stock on a one-for-one basis. On June 19, 2014, the performance rights vested in accordance with the change in control provisions included in the performance rights grant agreement. The rights were fully vested and exercisable at the earlier of the(3) Reporting Person's separation from the issuer or January 2, 2016. Pursuant to the Merger, the award was cancelled in exchange for a cash

payment equal to the merger consideration of \$10.25 per share multiplied by the number of shares of common stock subject to such performance unit award.

Converts to common stock on a one-for-one basis. On June 19, 2014, the performance rights vested in accordance with the change in control provisions included in the performance rights grant agreement. The rights were fully vested and exercisable at the earlier of the

(4) Reporting Person's separation from the issuer or January 3, 2017. Pursuant to the Merger, the award was cancelled in exchange for a cash payment equal to the merger consideration of \$10.25 per share multiplied by the number of shares of common stock subject to such performance unit award.

Pursuant to the Merger, this option was cancelled in exchange for a cash payment equal to the product of the excess, if any, of the merger(5) consideration of \$10.25 per share over the applicable per share exercise price of the option and the aggregate number of shares of common stock subject to such option.

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.