

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
BAIN CAPITAL INVESTORS LLC		Veritiv Corp [VRTV]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
200 CLARENDON STREET		9/25/2018			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BOSTON, MA 02116				<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	9/25/2018		S		1500000 (1)	D	\$41.40 (1)	2783840	I	See footnotes (2)(3)(4)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- Represents shares of common stock of Veritiv Corporation (the "Issuer") sold by UWW Holdings, LLC ("UWWH") pursuant to the offering of common stock of the Issuer on Form S-3 as contemplated by that certain underwriting agreement, dated September 20, 2018, among the Issuer, UWWH and Morgan Stanley & Co. LLC. The selling price of such shares to the underwriter is \$41.40 per share.
- Voting and dispositive power with respect to such shares of common stock is exercised through a three-member board of managers of UWWH acting by majority vote. Bain Capital Fund VII, L.P. ("Fund VII") and Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment VII") have the right to appoint two of the three members of the board of managers of UWWH. In addition, Bain Capital Fund VII, LLC ("Fund VII LLC"), Bain Capital VII Coinvestment Fund, LLC ("Coinvest VII LLC"), BCIP T Associates III, LLC ("BCIP T III LLC"), BCIP T Associates III-B, LLC ("BCIP T III-B LLC"), BCIP Associates III, LLC ("BCIP III LLC"), BCIP Associates III-B, LLC ("BCIP III-B LLC") and J5M4T3B2P2CEYA, LLC ("J5") collectively hold common equity interests of the Issuer (the "Bain Capital Funds").
- Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners VII, L.P. ("BCP VII"), which is the general partner of Coinvestment VII and Fund VII, which is the managing member of J5. Boylston Coinvestors, LLC is the managing partner of BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B, which is the manager of BCIP III LLC, BCIP T III LLC, BCIP III-B LLC and BCIP T III-B LLC, respectively. (Continued in footnote 4)
- (Continued from footnote 3) As a result of these relationships and the relationship described above, the Bain Capital Funds, BCI, BCP VII, BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by UWWH. Each of the Bain Capital Funds, BCI, BCP VII, BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B disclaims beneficial ownership of such shares except to the extent of its respective pecuniary interest therein.

Remarks:

This Form 4 is being filed in two parts due to the number of Reporting Persons. Both Filings relate to the same holdings described above. Part 2 of 2.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN CAPITAL INVESTORS LLC 200 CLARENDON STREET BOSTON, MA 02116		X		
BCIP Associates III-B 200 CLARENDON STREET BOSTON, MA 02116		X		
BCIP T Associates III, LLC 200 CLARENDON STREET BOSTON, MA 02116		X		
BCIP Trust Associates III 200 CLARENDON STREET BOSTON, MA 02116		X		
BCIP T Associates III-B, LLC 200 CLARENDON STREET BOSTON, MA 02116		X		
BCIP Trust Associates III-B 200 CLARENDON STREET BOSTON, MA 02116		X		
J5M4T3B2P2CEYA, LLC 200 CLARENDON STREET BOSTON, MA 02116		X		

Signatures

See signatures included in Exhibit 99.1

9/26/2018

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 number.

EXHIBIT 99.1

This Statement on Form 4 is filed by the Reporting Persons listed below. The principal business address of the Reporting Persons is 200 Clarendon Street, Boston, Massachusetts 02116.

Name of Designated Filer: BAIN CAPITAL INVESTORS LLC

Date of Event Requiring Statement: September 26, 2018.

Issuer Name: Veritiv Corp. [VRTV]

BAIN CAPITAL INVESTORS, LLC

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Managing Director

BAIN CAPITAL PARTNERS VII, L.P.

BY: BAIN CAPITAL INVESTORS, LLC, its general partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Managing Director

BAIN CAPITAL FUND VII, LLC

BY: BAIN CAPITAL FUND VII, L.P., its sole member
BY: BAIN CAPITAL PARTNERS VII, L.P., its general partner
BY: BAIN CAPITAL INVESTORS, LLC, its general partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Managing Director

BAIN CAPITAL FUND VII, L.P.

BY: BAIN CAPITAL PARTNERS VII, L.P., its general partner
BY: BAIN CAPITAL INVESTORS, LLC, its general partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Managing Director

BAIN CAPITAL VII COINVESTMENT FUND, LLC

BY: BAIN CAPITAL VII COINVESTMENT FUND, L.P., its sole member
BY: BAIN CAPITAL PARTNERS VII, L.P., its general partner
BY: BAIN CAPITAL INVESTORS, LLC, its general partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Managing Director

BAIN CAPITAL VII COINVESTMENT FUND, L.P.

BY: BAIN CAPITAL PARTNERS VII, L.P., its general partner
BY: BAIN CAPITAL INVESTORS, LLC, its general partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Managing Director

UWW HOLDINGS, LLC

BY: /s/ Jay P. Corrigan

Name: Jay P. Corrigan
Title: Manager, Vice President and Secretary

BCIP ASSOCIATES III, LLC

BY: BCIP ASSOCIATES III, its manager

BY: BOYLSTON COINVESTORS, LLC, as managing partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Authorized Signatory

BCIP ASSOCIATES III
BY: BOYLSTON COINVESTORS, LLC, as managing partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Authorized Signatory

BCIP ASSOCIATES III-B, LLC
BY: BCIP ASSOCIATES III-B, its manager
BY: BOYLSTON COINVESTORS, LLC, as managing partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Authorized Signatory

BCIP ASSOCIATES III-B
BY: BOYLSTON COINVESTORS, LLC, as managing partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Authorized Signatory

BCIP T ASSOCIATES III, LLC
BY: BCIP TRUST ASSOCIATES III, its manager
BY: BOYLSTON COINVESTORS, LLC, as managing partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Authorized Signatory

BCIP TRUST ASSOCIATES III
BY: BOYLSTON COINVESTORS, LLC, as managing partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Authorized Signatory

BCIP T ASSOCIATES III-B, LLC
BY: BCIP TRUST ASSOCIATES III-B, its manager
BY: BOYLSTON COINVESTORS, LLC, as managing partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Authorized Signatory

BCIP TRUST ASSOCIATES III-B
BY: BOYLSTON COINVESTORS, LLC, as managing partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward
Title: Authorized Signatory

J5M4T3B2P2CEYA, LLC
BY: BAIN CAPITAL FUND VII, L.P., its managing member
BY: BAIN CAPITAL PARTNERS VII, L.P., its general partner
BY: BAIN CAPITAL INVESTORS, LLC, its general partner

BY: /s/ Michael D. Ward

Name: Michael D. Ward

Title: Managing Director