

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 9, 2022 (May 4, 2022)



VERITIV CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-36479
(Commission File Number)

46-3234977
(IRS Employer Identification No.)

1000 Abernathy Road NE
Building 400, Suite 1700
Atlanta, GA
(Address of principal executive offices)

30328
(Zip Code)

Registrant's telephone number, including area code: (770) 391-8200

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	VRTV	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or

revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02(d) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 4, 2022, Autumn R. Bayles was appointed as a member of the Board of Directors (the “Board”) of Veritiv Corporation (the “Company”). A copy of the press release announcing the appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The Board appointed Ms. Bayles to serve on the Compensation and Leadership Development and the Nominating and Governance Committees.

There are no arrangements or understandings between Ms. Bayles and any other persons pursuant to which she was selected as a director. Additionally, there are no transactions involving the Company and Ms. Bayles that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

Ms. Bayles will be entitled to receive compensation for her service as a director in accordance with the Company’s standard compensation arrangements for non-employee directors, as adjusted by the Board from time to time. In addition, Ms. Bayles and the Company will enter into an indemnification agreement substantially in the form entered into with the current directors of the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed with this report:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
<u>99.1</u>	<u>Press Release of Veritiv Corporation issued May 9, 2022</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERITIV CORPORATION

Date: May 9, 2022

/s/ Mark W. Hianik

Mark W. Hianik

Senior Vice President, General Counsel & Corporate Secretary



**Autumn Bayles Named to
Veritiv Board of Directors**

ATLANTA (May 9, 2022) – Veritiv Corporation (NYSE: VRTV), a full-service provider of business-to-business distribution solutions, announced today the appointment of Autumn R. Bayles to the company’s board of directors. She will be a member of the Compensation and Leadership Development and Nominating and Governance committees.



Ms. Bayles is Senior Vice President of Global Supply Chain for Aramark Corporation, a global food and facilities company. There she is responsible for the managed services supply chain network. Prior to her current role, she served as Aramark’s Vice President of Strategic Development and Vice President of Global Operational Excellence. Ms. Bayles previously served as Senior Vice President of Strategic Operations and Chief Information Officer for Tasty Baking Company, a consumer-packaged goods company.

"Autumn is a trusted leader with significant experience in supply chain, operations, and technology," said Stephen Macadam, Chairman of the Board of Veritiv Corporation. "I am confident Autumn will be a strong addition to our Board with her knowledge and expertise in global trade, as well as her active community engagements."

Ms. Bayles serves as a director of QNB. She is also an advisory board member for Double H. Plastics and Independence Blue Cross. Additionally, Ms. Bayles is a member of Women Corporate Directors and a Trustee for Shore Memorial Health System.

About Veritiv

Veritiv Corporation (NYSE: VRTV), headquartered in Atlanta and a Fortune 500® company, is a full-service provider of packaging, JanSan and hygiene products, services and solutions. Additionally, Veritiv provides print and publishing products, and logistics and supply chain management solutions. Serving customers in a wide range of industries both in North America and globally, Veritiv has distribution centers throughout the U.S. and Mexico, and team members around the world helping shape the success of its customers. For more information about Veritiv and its business segments visit www.veritivcorp.com.

Veritiv Contacts:

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