

CAPPAERT STEVEN M
Form 4
February 04, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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, 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 *
CAPPAERT STEVEN M

(Last) (First) (Middle)

1716 LOCUST STREET

(Street)

DES MOINES, IA 50309-3023

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEREDITH CORP [MDP]

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock (\$1 par value) <u>(1)</u>	01/30/2019		M		500	A	<u>(2)</u> 10,321	D	
Common Stock (\$1 par value) <u>(1)</u>	01/30/2019		F		179	D	\$ 54.58 10,142	D	
Common Stock (\$1 par value) <u>(3)</u>							6,521	I	by Managed Account

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Restricted Stock Units granted pursuant to Meredith Corporation's 2014 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the completion of a three-year or five-year period of service.

- (5) Restricted Stock Units granted pursuant to Meredith Corporation's 2004 Stock Incentive Plan which was converted to Common Stock (\$1 par value) on January 30, 2019.

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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C/O CENTRE PARTNERS MANAGEMENT LLC

601 LEXINGTON AVENUE, 55TH FLOOR

NEW YORK, NY 10022 X

Signatures

Centre Partners V, L.P., By: Centre Partners V LLC, Its: General Partner, By: /s/ William Tomai, Authorized Person	03/20/2019
__Signature of Reporting Person	Date
Centre Capital Investors V LP, By: /s/ Bruce G. Pollack, Authorized Person	03/20/2019
__Signature of Reporting Person	Date
Centre Partners V LLC, By: /s/ William Tomai, Authorized Person	03/20/2019
__Signature of Reporting Person	Date
JRJ V LP, By: JRJ Inc., Its: General Partner, By: /s/ Bruce G. Pollack, President	03/20/2019
__Signature of Reporting Person	Date
Harwich Road V LP, By: Harwich Road Inc., Its: General Partner, By: /s/ David L. Jaffe, President	03/20/2019
__Signature of Reporting Person	Date
JRJ Inc., By: /s/ Bruce G. Pollack, President	03/20/2019
__Signature of Reporting Person	Date
Harwich Road Inc., By: /s/ David L. Jaffe, President	03/20/2019
__Signature of Reporting Person	Date
/s/ Bruce G. Pollack	03/20/2019
__Signature of Reporting Person	Date
/s/ David L. Jaffe	03/20/2019
__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) Represents shares of common stock purchased in open market transactions by Centre Capital Investors V, L.P. ("Centre Investors"). Centre Partners V, L.P. ("Centre Partners LP") is the sole general partner of Centre Investors.
The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.34 to \$9.45, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (2) Includes 5,593,116 shares of common stock directly held by Taylor Parent, LLC ("Taylor Parent").
- (3)
- (4)

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CP Taylor GP, LLC ("CP Taylor") has the authority to appoint the board of directors of Taylor Parent. Centre Partners, L.P. is the sole member of CP Taylor and the general partner of Centre Investors. Centre Partners V LLC ("Centre Partners") is the general partner of Centre Partners LP. JRJ V LP ("JRJ LP") and Harwich Road V LP ("Harwich Road LP") are co-managers of Centre Partners. JRJ Inc. ("JRJ") is the general partner of JRJ LP. Harwich Road Inc. ("Harwich Road") is the general partner of Harwich Road LP. Bruce Pollack is the president of JRJ. David Jaffe is the president of Harwich Road. (Cont'd in FN 5)

- (5) (Cont'd from FN 4) As such, Centre Partners LP, Centre Partners, JRJ LP, Harwich Road LP, JRJ, Harwich Road, Bruce Pollack and David Jaffe may be deemed to beneficially own the shares of the Issuer owned directly by Centre Investors and CP Taylor, Centre Partners LP, Centre Partners, JRJ LP, Harwich Road LP, JRJ, Harwich Road, Bruce Pollack and David Jaffe may be deemed to beneficially own the shares of the Issuer owned directly by Taylor Parent.
- (6) Each of the Reporting Persons disclaims beneficial ownership of the shares of the Issuer except to the extent of their respective pecuniary interest therein.
- (7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.33 to \$9.45, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.35 to \$9.47, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (9) These shares are directly owned by Mr. Pollack.

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