#### CAPPAERT STEVEN M

Form 4

February 04, 2019

# FORM 4

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

OMB Number:

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Check this box if no longer

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per

**OMB APPROVAL** 

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 may continue.

30(h) of the Investment Company Act of 1940

See Instruction

Form 5

obligations

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * CAPPAERT STEVEN M |                                      |          | Symbol                         |                                 | Ticker or Trading   | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable) |                                 |                                    |  |
|---|--------------------------------------|----------|--------------------------------|---------------------------------|---|--|---------------------------------|------------------------------------|--|
| (Last)  | (First)                              | (Middle) | 3. Date of                     | 3. Date of Earliest Transaction |   |  |                                 |                                    |  |
| 1716 LOCU   | ST STREET                            |          | (Month/E<br>01/30/2            | -                               |   | Director _X_ Officer (give below)  Corp                                  |                                 | ` 1                                |  |
| (Street)  |                                      |          | 4. If Amendment, Date Original |                                 |   | 6. Individual or Joint/Group Filing(Check                                |                                 |                                    |  |
| DES MOIN  | ES, IA 50309-3                       | 023      | Filed(Mor                      | nth/Day/Yea                     | r)  | Applicable Line) _X_ Form filed by 0 Form filed by N Person              |                                 |                                    |  |
| (City)  | (State)                              | (Zip)    | Tabl                           | le I - Non-I                    | Derivative Securities Acq   | uired, Disposed o  | f, or Beneficia                 | lly Owned                          |  |
| 1.Title of<br>Security<br>(Instr. 3)                        | 2. Transaction Da<br>(Month/Day/Year |          |                                | 3.<br>Transactic                | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially                               | 6.<br>Ownership<br>Form: Direct | 7. Nature<br>Indirect<br>Beneficia |  |

| (City)                               | (State)                                 | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                   |        |   |             |  |  |   |
|--------------------------------------|---|--|-------------------|--------|---|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | Transaction(A) or |        | ecurities Acquired or Disposed of (D) tr. 3, 4 and 5) |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common                               |   |  | Code V            | Amount | (A)<br>or<br>(D)                                      | Price       | Transaction(s) (Instr. 3 and 4)  |  |   |
| Stock (\$1 par value)                | 01/30/2019                              |  | M                 | 500    | A   | (2)         | 10,321   | D  |   |
| Common<br>Stock (\$1<br>par value)   | 01/30/2019                              |  | F                 | 179    | D   | \$<br>54.58 | 10,142   | D  |   |
| Common<br>Stock (\$1<br>par value)   |   |  |                   |        |   |             | 6,521  | I  | by<br>Managed<br>Account                              |

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

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SEC 1474 (9-02)

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

| Title of     Derivative          | 2. Conversion                                     | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4.<br>Transacti    | 5. Number  |                     |                    | 7. Title and A                     |  | 8. Price<br>Derivat |
|----------------------------------|---|--------------------------------------|-------------------------------|--------------------|------------|---------------------|--------------------|------------------------------------|--|---------------------|
| Security<br>(Instr. 3)           | or Exercise<br>Price of<br>Derivative<br>Security | (World) Day, Tear)                   | any (Month/Day/Year)          | Code<br>(Instr. 8) | Derivative |                     |                    | (Instr. 3 and 4)                   |  | Securit (Instr. 5   |
|                                  |   |                                      |                               | Code V             | (A) (D)    | Date<br>Exercisable | Expiration<br>Date | Title                              | Amount<br>or<br>Number<br>of<br>Shares |                     |
| Restricted<br>Stock<br>Units (4) | \$ 0  | 01/30/2019                           |                               | M                  | 500        | (5)                 | <u>(5)</u>         | Common<br>Stock (\$1<br>par value) | 500                                    | (2)                 |

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

CAPPAERT STEVEN M 1716 LOCUST STREET DES MOINES, IA 50309-3023

Corporate Controller

### **Signatures**

By: Andrew Kane, by Power of Attorney For: Steven M. Cappaert

02/04/2019

\*\*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) Shares held by the reporting person in a street name account.
- (2) Represents a restricted stock unit vesting.
- These shares are held in reporting person's Meredith Corp. Savings & Investment Plan and Employee Stock Purchase Plan accounts. Quarterly dividends on the accounts are paid in the form of additional common stock, \$1 par value.

**(4)** 

Reporting Owners 2

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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. 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. YORK, NY 10022 X JAFFE DAVID

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 |  |            |  |  |  |
|--|--|------------|--|--|--|
|  | **Signature of Reporting Person            | Date       |  |  |  |
| Centre Capital Investors V LP, B   | y: /s/ Bruce G. Pollack, Authorized Person | 03/20/2019 |  |  |  |
|  | **Signature of Reporting Person            | Date       |  |  |  |
| Centre Partners V LLC, By: /s/ William Tomai, Authorized Person  |  |            |  |  |  |
|  | **Signature of Reporting Person            | Date       |  |  |  |
| JRJ V LP, By: JRJ Inc., Its: General Partner, By: /s/ Bruce G. Pollack, President                                  |  |            |  |  |  |
|  | **Signature of Reporting Person            | Date       |  |  |  |
| Harwich Road V LP, By: Harwich Road Inc., Its: General Partner, By: /s/ David L. Jaffe, President                  |  |            |  |  |  |
|  | **Signature of Reporting Person            | Date       |  |  |  |
| JRJ Inc., By: /s/ Bruce G. Pollack   | x, President                               | 03/20/2019 |  |  |  |
|  | **Signature of Reporting Person            | Date       |  |  |  |
| Harwich Road Inc., By: /s/ David L. Jaffe, President   |  |            |  |  |  |
|  | **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.
- (3) Includes 5,593,116 shares of common stock directly held by Taylor Parent, LLC ("Taylor Parent").

**(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)

- (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.
- 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.
- 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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