

Verso Corp
Form 8-K
September 28, 2018

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): September 24, 2018

VERSO CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-34056
(Commission

File Number)
8540 Gander Creek Drive

75-3217389
(IRS Employer

Identification Number)

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Miamisburg, Ohio 45342

(Address, including zip code, of principal executive offices)

(877) 855-7243

(Registrants telephone number, including area code)

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 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 5.07 Submission of Matters to a Vote of Security Holders.

Verso Corporation (Verso) held its 2018 Annual Meeting of Stockholders (the Annual Meeting) on September 24, 2018. At the Annual Meeting, Verso s stockholders (1) elected by a plurality of votes cast at the Annual Meeting five persons Alan J. Carr, Eugene I. Davis, B. Christopher DiSantis, Steven D. Scheiwe and Jay Shuster to serve as directors of Verso until its 2019 Annual Meeting of Stockholders and until their respective successors are elected and qualified; (2) approved, on an advisory basis, the compensation of Verso s named executive officers as disclosed in the Proxy Statement dated August 23, 2018 (the Proxy Statement) pursuant to the compensation disclosure rules of the Securities and Exchange Commission; and (3) ratified the appointment of Deloitte & Touche LLP to serve as Verso s independent registered public accounting firm for the year ending December 31, 2018. The proposals considered and acted upon by Verso s stockholders at the Annual Meeting are described in detail in the Proxy Statement. The tabulations of the stockholders votes cast at the Annual Meeting with respect to the proposals are as follows:

1. Election of five persons to serve as directors of Verso until its 2019 Annual Meeting of Stockholders and until their respective successors are elected and qualified:

| Nominee | For | Withhold | Broker Non-Votes |
|-------------------------|------------|-----------------|-------------------------|
| Alan J. Carr | 12,917,624 | 14,750,388 | 2,136,755 |
| Eugene I. Davis | 12,799,727 | 14,868,285 | 2,136,755 |
| B. Christopher DiSantis | 27,013,591 | 654,421 | 2,136,755 |
| Steven D. Scheiwe | 17,068,887 | 10,599,125 | 2,136,755 |
| Jay Shuster | 16,151,909 | 11,516,103 | 2,136,755 |

2. Approval, on an advisory basis, of the compensation of Verso s named executive officers as disclosed in the Proxy Statement:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 26,752,515 | 891,385 | 24,112 | 2,136,755 |

3. Ratification of the appointment of Deloitte & Touche LLP to serve as Verso s independent registered public accounting firm for the year ending December 31, 2018:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 28,605,873 | 1,198,335 | 559 | |

SIGNATURE

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.

Date: September 27, 2018

VERSO CORPORATION

By: /s/ Allen J. Campbell
Allen J. Campbell
Senior Vice President and Chief Financial Officer