

WRKCo Inc.  
Form S-8 POS  
November 05, 2018

**As filed with the Securities and Exchange Commission on November 5, 2018**

**Registration Statement File No. 333-222849**

**Registration Statement File No. 333-218572**

**Registration Statement File No. 333-209343**

**Registration Statement File No. 333-205564**

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

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**POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-222849)**

**POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-218572)**

**POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-209343)**

**POST-EFFECTIVE AMENDMENT NO. 2 (No. 333-205564)**

**TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**WRKCo Inc.  
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**                      **47-3335141**  
(State or Other Jurisdiction of   (IRS Employer

Incorporation or Organization) Identification Number)

**1000 Abernathy Road NE**

**Atlanta, GA 30328**

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

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**WestRock Company Amended and Restated 2016 Incentive Stock Plan**

**Multi Packaging Solutions International Limited 2015 Incentive Award Plan**

**WestRock Company Employee Stock Purchase Plan**

**MeadWestvaco Corporation 2005 Performance Incentive Plan, as Amended and Restated**

**MeadWestvaco Corporation Compensation Plan for Non-Employee Directors**

**MeadWestvaco Corporation Deferred Income Plan**

**MeadWestvaco Corporation 1996 Stock Option Plan**

**Rock-Tenn Amended and Restated 2004 Incentive Stock Plan**

**Rock-Tenn 2004 Incentive Stock Plan**

**Rock-Tenn (SSCC) Equity Incentive Plan**

**Rock-Tenn Supplemental Retirement Savings Plan**

(Full title of the plan)

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**Robert B. McIntosh**

**Executive Vice President, General Counsel and Secretary**

**WRKCo Inc.**

**1000 Abernathy Road NE**

**Atlanta, GA 30328**

**(770) 448-2193**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Richard Hall, Esq.**

**Andrew C. Elken, Esq.**

**Cravath, Swaine & Moore LLP**

**Worldwide Plaza**

**825 Eighth Avenue**

**New York, NY 10019**

**(212) 474-1000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer    Accelerated filer  
Non-accelerated filer    Smaller reporting company  
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 7(a)(2)(B) of the Securities Act. "

## EXPLANATORY NOTE/DEREGISTRATION OF SECURITIES

WRKCo Inc., a Delaware corporation (formerly known as “WestRock Company”) (the “Registrant”), is filing these post-effective amendments (these “Post-Effective Amendments”) to the following Registration Statements on Form S-8 (the “Registration Statements”), which have been previously filed with the Securities and Exchange Commission (the “SEC”), to deregister any and all deferred compensation obligations and any and all shares of the Registrant’s common stock, par value \$0.01 per share (“Common Stock”) registered but unsold or otherwise unissued under each such Registration Statement as of the date hereof:

i. Registration Statement File No. 333-222849, filed with the SEC on February 2, 2018, registering 2,100,000 shares of Common Stock issuable under the WestRock Company Amended and Restated 2016 Incentive Stock Plan;

ii. Registration Statement File No. 333-218572, filed with the SEC on June 6, 2017, registering 119,373 shares of Common Stock issuable under the Multi Packaging Solutions International Limited 2015 Incentive Award Plan;

iii. Registration Statement File No. 333-209343, filed with the SEC on February 2, 2016, registering 12,100,000 shares of Common Stock issuable under the WestRock Company 2016 Incentive Stock Plan (renamed the WestRock Company Amended and Restated 2016 Incentive Stock Plan) and the WestRock Company Employee Stock Purchase Plan; and

iv. Registration Statement File No. 333-205564, filed with the SEC on July 8, 2015, as amended by Post-Effective Amendment No. 1 to such Registrant Statement on Form S-8, filed with the SEC on June 6, 2016, registering (i) 25,745,463 shares of Common Stock issuable under the MeadWestvaco Corporation Savings and Employee Stock Ownership Plan for Bargained Hourly Employees, the MeadWestvaco Corporation 2005 Performance Incentive Plan, as Amended and Restated, the MeadWestvaco Corporation Compensation Plan for Non-Employee Directors, the MeadWestvaco Corporation 1996 Stock Option Plan, the Rock-Tenn Amended and Restated 2004 Incentive Stock Plan, the Rock-Tenn 2004 Incentive Stock Plan and the Rock-Tenn (SSCC) Equity Incentive Plan and (ii) \$170,000,000 in deferred compensation obligations described therein with respect to the MeadWestvaco Corporation Deferred Income Plan and the Rock-Tenn Supplemental Retirement Savings Plan.

On November 2, 2018, pursuant to that certain Agreement and Plan of Merger, dated as of January 28, 2018, among the Registrant, WestRock Company (formerly known as Whiskey Holdco, Inc.) (“WestRock”), KapStone Paper and Packaging Corporation (“KapStone”), Whiskey Merger Sub, Inc. and Kola Merger Sub, Inc., Whiskey Merger Sub, Inc. merged with and into the Registrant, with the Registrant surviving such merger as a wholly owned subsidiary of WestRock, and Kola Merger Sub, Inc. merged with and into KapStone, with KapStone surviving such merger as a wholly owned subsidiary of WestRock (collectively, the “Mergers”). These Post-Effective Amendments are being filed as a result of the Mergers.

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The Registrant, by filing these Post-Effective Amendments, hereby terminates the effectiveness of the Registration Statements and removes from registration any and all deferred compensation obligations and any and all shares of Common Stock registered but unsold or otherwise unissued under the Registration Statements as of the date hereof. This filing is made in accordance with an undertaking made by the Registrant in Part II of each Registration Statement to remove from registration by means of a post-effective amendment any securities that had been registered for issuance but remain unsold at the termination of the offering.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 5, 2018.

**WRKCO INC.**

By: /s/ Robert B. McIntosh  
Robert B. McIntosh  
Executive Vice President, General Counsel and Secretary

No other person is required to sign these Post-Effective Amendments in reliance upon Rule 478 under the Securities Act of 1933.