

Quad/Graphics, Inc.  
Form SC 13G/A  
February 17, 2015

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 3)\*

Quad/Graphics,  
Inc.  
(Name of  
Issuer)

Class A  
Common Stock  
(Title of Class  
of Securities)

747301109  
(CUSIP  
Number)

December 31,  
2014  
(Date of Event  
Which Requires  
Filing of this  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is  
filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 28

Pages)

---

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Credit Partners, L.P.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b) <input type="checkbox"/>
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	-0-
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	477,607
<b>7</b>	SOLE DISPOSITIVE POWER
	-0-
<b>8</b>	SHARED DISPOSITIVE POWER
	477,607
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	477,607 CHECK BOX IF THE

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9)

**12** 1.4%  
TYPE OF  
REPORTING  
PERSON

PN

	NAME OF REPORTING PERSON
<b>1</b>	Centerbridge Credit Partners General Partner, L.P.
	CHECK THE APPROPRIATE BOX IF <sup>(a)</sup>
<b>2</b>	A MEMBER <sup>(b)</sup> x
	OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	-0- SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	477,607
	SOLE DISPOSITIVE POWER
<b>7</b>	
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	477,607
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

477,607

CHECK

BOX IF

THE

AGGREGATE

AMOUNT

**10**

IN "

ROW

(9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

**11**

BY AMOUNT IN

ROW (9)

1.4%

TYPE OF

REPORTING

**12**

PERSON

PN

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Credit GP Investors, L.L.C.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) ..
	(b) x
<b>3</b>	SEC USE ONLY
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	-0- SHARED VOTING POWER
<b>7</b>	477,607 SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
<b>9</b>	477,607 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	477,607 ..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9)

**12** 1.4%  
TYPE OF  
REPORTING  
PERSON

OO



<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Credit Partners Master, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	
	Cayman Islands SOLE VOTING POWER
<b>5</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0- SHARED VOTING POWER
<b>6</b>	
	795,291 SOLE DISPOSITIVE POWER
<b>7</b>	
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	795,291 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>9</b>	
	795,291 ..
<b>10</b>	

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 2.3%  
TYPE OF  
REPORTING  
PERSON

PN

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Centerbridge Credit Partners Offshore General Partner, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) $\gamma$ OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	795,291
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
<b>9</b>	795,291 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	795,291

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
<b>11</b>	REPRESENTED BY AMOUNT IN ROW (9)
<b>12</b>	2.3% TYPE OF REPORTING PERSON  PN

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Centerbridge Credit Offshore GP Investors, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	795,291
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
<b>9</b>	795,291 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	795,291

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
<b>11</b>	REPRESENTED BY AMOUNT IN ROW (9)
<b>12</b>	2.3% TYPE OF REPORTING PERSON
	OO

**1** NAME OF REPORTING PERSON

Centerbridge Capital Partners Strategic Debt Acquisition, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

Delaware

**5** SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**6** -0- SHARED VOTING POWER

2,282

**7** SOLE DISPOSITIVE POWER

**8** -0- SHARED DISPOSITIVE POWER

**9** 2,282 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,282

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
<b>11</b>	REPRESENTED BY AMOUNT IN ROW (9)
<b>12</b>	Less than 0.1% TYPE OF REPORTING PERSON
	PN



<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Centerbridge Capital Partners Debt Acquisition, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) $\gamma$ OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	64,362
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
<b>9</b>	64,362 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	64,362

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
<b>11</b>	REPRESENTED BY AMOUNT IN ROW (9)
<b>12</b>	0.2% TYPE OF REPORTING PERSON
	PN

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Capital Partners SBS, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	-0- SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	116 SOLE DISPOSITIVE POWER
<b>7</b>	
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	116 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>9</b>	
	116 ..
<b>10</b>	

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** Less than 0.1%  
TYPE OF  
REPORTING  
PERSON

PN

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Associates, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	-0- SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	66,760 SOLE DISPOSITIVE POWER
<b>7</b>	
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	66,760
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	66,760
<b>10</b>	..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 0.2%  
TYPE OF  
REPORTING  
PERSON

PN

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge GP Investors, LLC
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	-0- SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	66,760 SOLE DISPOSITIVE POWER
<b>7</b>	
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	66,760
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	66,760 ..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 0.2%  
TYPE OF  
REPORTING  
PERSON

OO



<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Special Credit Partners, L.P.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	-0-
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	464,656
<b>7</b>	SOLE DISPOSITIVE POWER
	-0-
<b>8</b>	SHARED DISPOSITIVE POWER
	464,656
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	464,656 ..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 1.3%  
TYPE OF  
REPORTING  
PERSON

PN

	NAME OF REPORTING PERSON
<b>1</b>	Centerbridge Special Credit Partners General Partner, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	-0- SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	464,656 SOLE DISPOSITIVE POWER
<b>7</b>	
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	464,656
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	464,656

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
<b>11</b>	REPRESENTED BY AMOUNT IN ROW (9)
<b>12</b>	1.3% TYPE OF REPORTING PERSON  PN

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Special GP Investors, L.L.C.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	-0- SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	464,656 SOLE DISPOSITIVE POWER
<b>7</b>	
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	464,656
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	464,656
<b>10</b>	..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 1.3%  
TYPE OF  
REPORTING  
PERSON

OO

<b>1</b>	NAME OF REPORTING PERSON
	Mark T. Gallogly
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	-0-
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,804,316
<b>7</b>	SOLE DISPOSITIVE POWER
	-0-
<b>8</b>	SHARED DISPOSITIVE POWER
	1,804,316
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	1,804,316 CHECK BOX IF THE

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 5.2%  
TYPE OF  
REPORTING  
PERSON

IN



<b>1</b>	NAME OF REPORTING PERSON
	Jeffrey H. Aronson
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	-0-
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,804,316
<b>7</b>	SOLE DISPOSITIVE POWER
	-0-
<b>8</b>	SHARED DISPOSITIVE POWER
	1,804,316
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	1,804,316 CHECK BOX IF THE

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 5.2%  
TYPE OF  
REPORTING  
PERSON

IN

CUSIP No. 747301109 13G/APage 18 of 28 Pages

This Amendment No. 2 (this "Amendment") amends the statement on Schedule 13G filed on February 14, 2011 (the "Original Schedule 13G"), as amended by Amendment No. 1 filed on February 14, 2011 (the Original Schedule 13G as amended, the "Schedule 13G") with respect to shares of Class A Common Stock (the "Common Stock") of the Company. Capitalized terms not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G.

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Quad/Graphics, Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at N61 W23044 Harry's Way, Sussex, Wisconsin 53089-3995.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

- (i) Centerbridge Credit Partners, L.P., a Delaware limited partnership ("CCP"), with respect to the Common Stock beneficially owned by it;
- (ii) Centerbridge Credit Partners General Partner, L.P., a Delaware limited partnership ("CCPGP"), as general partner of CCP, with respect to the Common Stock beneficially owned by CCP;
- (iii) Centerbridge Credit GP Investors, L.L.C., a Delaware limited liability company ("CCGPI"), as general partner of CCPGP, with respect to the Common Stock beneficially owned by CCP;
- (iv) Centerbridge Credit Partners Master, L.P., a Cayman Islands limited partnership ("CCPM"), with respect to the Common Stock beneficially owned by it;
- (v) Centerbridge Credit Partners Offshore General Partner, L.P., a Delaware limited partnership ("CCPOGP"), with respect to the Common Stock beneficially owned by CCPM;
- (vi) Centerbridge Credit Offshore GP Investors, L.L.C., a Delaware limited liability company ("CCOGPI"), as general partner of CCPOGP, with respect to the Common Stock beneficially owned by CCPM;
- (vii) Centerbridge Capital Partners SBS, L.P., a Delaware limited partnership ("SBS"), with respect to the Common Stock beneficially owned by it;
- (viii) Centerbridge Capital Partners Debt Acquisition, L.P., a Delaware limited partnership ("CCPDA"), with respect to the Common Stock beneficially owned by it;
- (ix) Centerbridge Capital Partners Strategic Debt Acquisition, L.P., a Delaware limited partnership ("CCPSDA"), with respect to the Common Stock beneficially owned by it;
- (x) Centerbridge Associates, L.P., a Delaware limited partnership ("CALP"), as general partner of SBS, CCPDA and CCPSDA, with respect to the Common Stock beneficially owned by SBS, CCPDA and CCPSDA;
- (xi) Centerbridge GP Investors, LLC, a Delaware limited liability company ("CGPI"), as general partner of CALP, with respect to the Common Stock beneficially owned by SBS, CCPDA and CCPSDA;

- (xii) Centerbridge Special Credit Partners, L.P., a Delaware limited partnership ("CSCP"), with respect to the Common Stock beneficially owned by it;
- (xiii) Centerbridge Special Credit Partners General Partner, L.P., a Delaware limited partnership ("CSCP GP"), as general partner of CSCP, with respect to the Common Stock beneficially owned by CSCP;
- (xiv) Centerbridge Special GP Investors, L.L.C., a Delaware limited liability company ("CSGPI"), as general partner of CSCP GP, with respect to the Common Stock beneficially owned by CSCP;  
Mark T. Gallogly ("Mr. Gallogly"), as managing member of CCGPI, CCOGPI, CGPI and CSGPI, with respect
- (xv) to the Common Stock beneficially owned by CCP, CCPGP, CCGPI, CCPM, CCPOGP, CCOGPI, SBS, CCPDA, CCPSDA, CALP, CGPI, CSCP, CSCP GP and CSGPI; and  
Jeffrey H. Aronson ("Mr. Aronson"), as managing member of CCGPI, CCOGPI, CGPI and CSGPI, with respect
- (xvi) to the Common Stock beneficially owned by CCP, CCPGP, CCGPI, CCPM, CCPOGP, CCOGPI, SBS, CCPDA, CCPSDA, CALP, CGPI, CSCP, CSCP GP and CSGPI.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 375 Park Avenue, 12th Floor, New York, NY 10152.

**Item 2(c). CITIZENSHIP**

CCP, CCPGP, CCPOGP, SBS, CCPDA, CCPSDA, CALP, CSCP and CSCP GP are limited partnerships organized under the laws of the State of Delaware. CCPM is a limited partnership organized under the laws of the Cayman Islands. CCGPI, CCOGPI, CGPI and CSGPI are limited liability companies organized under the laws of the State of Delaware. Messrs. Gallogly and Aronson are citizens of the United States.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Class A Common Stock

**Item 2(e). CUSIP NUMBER**

747301109

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

Edgar Filing: Quad/Graphics, Inc. - Form SC 13G/A

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;

- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution  
in accordance with Rule  
13d-1(b)(1)(ii)(J), please  
specify the type of institution:

#### Item 4. OWNERSHIP

This Schedule 13G/A reports beneficial ownership of shares of Common Stock beneficially owned by the Reporting Persons as of December 31, 2014.

- A. Centerbridge Credit Partners, L.P., Centerbridge Credit Partners  
General Partner, L.P. and Centerbridge Credit GP Investors, L.L.C.
  - (a) Amount beneficially owned: 477,607  
Percent of class: 1.4%. The percentages used herein and in the rest  
of Item 4 are calculated based upon the 34,637,310 shares of
  - (b) Common Stock issued and outstanding on October 31, 2014 as  
reflected in the Form 10-Q of the Company for the quarterly period  
ended September 30, 2014, filed on November 7, 2014.
  - (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 477,607  
(iii) Sole power to dispose or direct the disposition: -0-  
(iv) Shared power to dispose or direct the disposition of: 477,607

CCP has the power to dispose of and the power to vote the shares of  
Common Stock beneficially owned by it, which powers may also be  
exercised by CCPGP, its general partner, and CCGPI, the general  
partner of CCPGP. Neither CCPGP nor CCGPI directly owns any of  
the shares of Common Stock. By reason of the provisions of Rule

13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP. However, none of the foregoing should be construed in and of itself as an admission by CCPGP or CCGPI or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CCPGP and CCGPI expressly disclaims beneficial ownership of shares of Common Stock owned by CCP.

CUSIP No. 747301109 13G/APage 21 of 28 Pages

Centerbridge Credit Partners Master, L.P., Centerbridge Credit B. Partners Offshore General Partner, L.P. and Centerbridge Credit Offshore GP Investors, L.L.C.

(a) Amount beneficially owned: 795,291

(b) Percent of class: 2.3%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 795,291

(iii) Sole power to dispose or direct the disposition: -0-

Shared power to dispose or direct the disposition: 795,291

(iv)

CCPM has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CCPOGP, its general partner, and CCOGPI, the general partner of CCPOGP. Neither CCOGPI nor CCPOGP directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCPM. However, none of the foregoing should be construed in and of itself as an admission by CCOGPI or CCPOGP or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CCOGPI and CCPOGP expressly disclaims beneficial ownership of shares of Common Stock owned by CCPM.

C. Centerbridge Capital Partners SBS, L.P.

(a) Amount beneficially owned: 116

(b) Percent of class: Less than 0.1%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 116

(iii) Sole power to dispose or direct the disposition: -0-

Shared power to dispose or direct the disposition: 116

(iv)

SBS has the power to dispose of and the power to vote the Common Stock beneficially owned by it, which powers may also be exercised by its general partner, CALP.

D. Centerbridge Capital Partners Debt Acquisition, L.P.

(a) Amount beneficially owned: 64,362

(b) Percent of class: 0.2%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 64,362

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 64,362



CCPDA has the power to dispose of and the power to vote the Common Stock beneficially owned by it, which powers may also be exercised by its general partner, CALP.

E. Centerbridge Capital Partners Strategic Debt Acquisition, L.P.

(a) Amount beneficially owned: 2,282

(b) Percent of class: Less than 0.1%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,282

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,282

CCPSDA has the power to dispose of and the power to vote the Common Stock beneficially owned by it, which powers may also be exercised by its general partner, CALP.

F.Centerbridge GP Investors, LLC and Centerbridge Associates, L.P.

- (a) Amount beneficially owned: 66,760
- (b) Percent of class: 0.2%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 66,760
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 66,760

CALP, as the general partner of SBS, CCPDA and CCPSDA, and CGPI, as the general partner of CALP, share the power to dispose of and the power to vote the Common Stock beneficially owned by SBS, CCPDA and CCPSDA. Neither CALP nor CGPI directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by SBS, CCPDA and CCPSDA. However, none of the foregoing should be construed in and of itself as an admission by CALP or CGPI or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CALP and CGPI expressly disclaims beneficial ownership of shares of Common Stock owned by SBS, CCPDA and CCPSDA.

Centerbridge Special Credit Partners, L.P., Centerbridge Special Credit  
G.Partners General Partner, L.P. and Centerbridge Special GP Investors,  
L.L.C.

- (a) Amount beneficially owned: 464,656
- (b) Percent of class: 1.3%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 464,656
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition of: 464,656

CSCP has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CSCPGP, its general partner, and CSGPI, the general partner of CSCPGP. Neither CSCPGP nor CSGPI directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CSCP. However, none of the foregoing should be construed in and of itself as an admission by CSCPGP or CSGPI or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CSCPGP and CSGPI expressly disclaims beneficial ownership of shares of Common Stock owned by CSCP.

H. Mark T. Gallogly and Jeffrey H. Aronson

(a) Amount beneficially owned: 1,804,316

(b) Percent of class: 5.2%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,804,316

(iii) Sole power to dispose or direct the disposition: -0-

Shared power to dispose or direct the disposition of: 1,804,316

(iv)

Messrs. Gallogly and Aronson, as managing members of CCGPI, CCOGPI, CGPI and CSGPI, may be deemed to share power to vote the Common Stock beneficially owned by CCP, CCPM, SBS, CCPDA, CCPSDA and CSCP. Neither Mr. Gallogly nor Mr. Aronson directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP, CCPM, SBS, CCPDA, CCPSDA and CSCP. However, none of the foregoing should be construed in and of itself as an admission by Messrs. Gallogly or Aronson or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Mr. Gallogly and Mr. Aronson expressly disclaims beneficial ownership of shares of Common Stock owned by any of CCP, CCPGP, CCGPI, CCPM, CCPOGP, CCOGPI, SBS, CCPDA, CCPSDA, CALP, CGPI, CSCP, CSCPGP and CSGPI.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: February 17, 2015

CENTERBRIDGE  
CREDIT PARTNERS, L.P.

By: Centerbridge Credit  
Partners  
General Partner, L.P.,  
its general partner

By: Centerbridge Credit GP  
Investors, L.L.C.,  
its general partner

/s/ Jeffrey H. Aronson  
Name Jeffrey H. Aronson  
Title Authorized Signatory

CENTERBRIDGE  
CREDIT PARTNERS  
GENERAL PARTNER,  
L.P.

By: Centerbridge Credit GP  
Investors, L.L.C., its  
general partner

/s/ Jeffrey H. Aronson  
Name Jeffrey H. Aronson  
Title Authorized Signatory

Centerbridge Credit GP  
Investors, L.L.C.

/s/ Jeffrey H. Aronson  
Name Jeffrey H. Aronson  
Title Authorized Signatory

CENTERBRIDGE  
CREDIT PARTNERS  
MASTER, L.P.

Centerbridge Credit  
By: Partners Offshore  
General  
Partner, L.P., its general  
partner

Centerbridge Credit  
By: Offshore GP  
Investors,  
L.L.C., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CUSIP No. 747301109 13G/APage 26 of 28 Pages

CENTERBRIDGE  
CREDIT PARTNERS  
OFFSHORE GENERAL  
PARTNER, L.P.

Centerbridge Credit  
Offshore GP

By: Investors,  
L.L.C., its general  
partner

/s/ Jeffrey H. Aronson  
Name Jeffrey H. Aronson  
Title Authorized Signatory

Centerbridge Credit  
Offshore GP  
Investors, L.L.C.

/s/ Jeffrey H. Aronson  
Name Jeffrey H. Aronson  
Title Authorized Signatory

CENTERBRIDGE  
CAPITAL  
PARTNERS  
SBS, L.P.

CENTERBRIDGE  
ASSOCIATES, L.P.

By: Centerbridge  
Associates,  
L.P.,  
its general  
partner

By: Centerbridge GP  
Investors, LLC,  
its general partner

By: Centerbridge  
GP Investors,  
LLC,  
its general  
partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H.  
Aronson  
Title: Authorized  
Signatory

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory



CENTERBRIDGE  
CAPITAL PARTNERS  
DEBT ACQUISITION,  
L.P.

CENTERBRIDGE GP  
INVESTORS, LLC

By: Centerbridge  
Associates, L.P.,  
its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

By: Centerbridge GP  
Investors, LLC,  
its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CAPITAL PARTNERS STRATEGIC DEBT ACQUISITION, L.P.	CENTERBRIDGE SPECIAL CREDIT PARTNERS, L.P.
By: Centerbridge Associates, L.P., its general partner	By: Centerbridge Special Credit Partners General Partner, L.P., its general partner
By: Centerbridge GP Investors, LLC,  its general partner	By: Centerbridge Special GP Investors, L.L.C., its general partner
/s/ Jeffrey H. Aronson Name: Jeffrey H. Aronson Title: Authorized Signatory	/s/ Jeffrey H. Aronson Name: Jeffrey H. Aronson Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT  
PARTNERS  
GENERAL PARTNER, L.P.

By: Centerbridge Special GP Investors, L.L.C.,  
its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

Centerbridge Special GP Investors, L.L.C.

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

MARK T.  
GALLOGLY

/s/ Mark T. Gallogly

JEFFREY H.  
ARONSON

/s/ Jeffrey H. Aronson