Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ a single-employer plan
- ☐ a DFE (specify) ____

B This return/report is:
- ☐ the first return/report
- ☐ the final return/report
- ☐ an amended return/report
- ☐ a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ ☐

D Check box if filing under:
- ☒ Form 5558
- ☐ automatic extension
- ☐ the DFVC program
- ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
WESTROCK COMPANY 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 018

1c Effective date of plan 10/01/1997

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
WESTROCK COMPANY

504 THRASHER STREET
NORCROSS, GA 30071

2b Employer Identification Number (EIN) 62-0342590

2c Plan Sponsor's telephone number 678-291-7137

2d Business code (see instructions) 322200

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/08/2017	JOHN STAKEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	62-0342590
a Sponsor's name: WESTROCK RKT COMPANY	**4c** PN	018
5 Total number of participants at the beginning of the plan year	**5**	24265
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	20700
a(2) Total number of active participants at the end of the plan year	**6a(2)**	26601
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	8134
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	34735
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	78
f Total. Add lines **6d** and **6e**.	**6f**	34813
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	29908
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	102
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
WESTROCK COMPANY 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 018

C Plan sponsor's name as shown on line 2a of Form 5500
WESTROCK COMPANY

D Employer Identification Number (EIN)
62-0342590

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions). . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

GREAT-WEST LIFE & ANNUITY INC CO

84-0467907

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GREAT-WEST LIFE & ANNUITY INS CO

84-0467907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 64	NONE	922334	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

ROCATON INVESTMENT ADVISORS

20 GLOVER AVE
NORWALK, CT 06850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	186792	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

ADVISED ASSETS GROUP, LLC

84-1532243

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 50	NONE	37721	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

QDRO CONSULTANTS COMPANY LLC
3071 PEARL ROAD
MEDINA, OH 44256

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50	NONE	13800	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
GREAT-WEST LIFE & ANNUITY INS CO	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MILLENNIUM TRUST COMPANY 820 JONES BLVD OAK BROOK, IL 60523	PAYMENT OF UP TO $10.00 PER ROLLOVER ACCOUNT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
WESTROCK COMPANY 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 018

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WESTROCK COMPANY

D Employer Identification Number (EIN)
62-0342590

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: WESTROCK CO 401(K) RETIREMENT TRUST

b Name of sponsor of entity listed in (a): WESTROCK COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6182151-001	M	2472612418

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
WESTROCK COMPANY 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 018

C Plan sponsor's name as shown on line 2a of Form 5500
WESTROCK COMPANY

D Employer Identification Number (EIN)
62-0342590

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1267871	30533128
(2) Participant contributions	1b(2)	3423476	2805123
(3) Other	1b(3)	1100120253	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	39409851	63438159
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	1360593033	2472612418
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	2504814484	2569388828
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h		
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2504814484	2569388828

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	89560435	
	(B) Participants	2a(1)(B)	116043668	
	(C) Others (including rollovers)	2a(1)(C)	13667436	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		219271539
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	3127752	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3127752
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		238367465
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		460766756
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	280842196	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		280842196
f Corrective distributions (see instructions)	2f		22016
g Certain deemed distributions of participant loans (see instructions)	2g		-2442
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	224513	
(4) Other	2i(4)	936134	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1160647
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		282022417
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		178744339
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		114169995

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MOORE COLSON & COMPANY INC. **(2)** EIN: 58-1653941

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		11357592
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n	X		
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
INGEVITY CORPORATION RETIREMENT SAVINGS PLAN	47-4027764	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
WESTROCK COMPANY 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 018

C Plan sponsor's name as shown on line 2a of Form 5500
WESTROCK COMPANY

D Employer Identification Number (EIN)
62-0342590

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 84-1455663

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

WESTROCK COMPANY
401(k) RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS
WITH INDEPENDENT AUDITOR'S REPORT

AS OF DECEMBER 31, 2016 AND 2015
AND FOR THE YEAR ENDED
DECEMBER 31, 2016

WESTROCK COMPANY 401(k) RETIREMENT SAVINGS PLAN

INDEX OF FINANCIAL STATEMENTS

	Page
Independent Auditor's Report	
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015	1
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2016	2
Notes to Financial Statements	3-16
Supplemental Schedules:	
Schedule of Delinquent Participant Contributions - Form 5500, Schedule H, Part IV, Line 4(a)	17
Schedule of Assets (Held at End of Year) - Form 5500, Schedule H, Part IV, Line 4(i)	18

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee
WestRock Company 401(k) Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of WestRock Company 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Wells Fargo Bank, N.A. and Great-West Trust Company, LLC, the Trustees of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that Great-West Trust Company, LLC held the Plan's investment assets and executed investment transactions from January 1, 2016 to December 31, 2016, and that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2015, and for the period January 1, 2015 to December 31, 2015. The Plan administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2016 and 2015, that the information provided to the Plan administrator by the Trustees is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules, Schedule of Delinquent Participant Contributions and the Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2016, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Moore, Colson + Company, P.C.

Marietta, Georgia
August 7, 2017

WESTROCK COMPANY 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS		
INVESTMENT IN WESTROCK COMPANY 401(k) RETIREMENT SAVINGS PLAN TRUST (Note 3)	$ 2,472,112,058	$ -
INVESTMENT IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k) MASTER TRUST (Note 3)	-	1,360,593,033
RECEIVABLES:		
Participant contributions	2,805,123	3,423,476
Employer contributions	30,533,128	1,267,871
Assets in-transit from merged plans (Note 1)	-	1,100,120,253
Notes receivable from participants	63,438,159	39,409,851
Total receivables	96,776,410	1,144,221,451
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,568,888,468	$ 2,504,814,484

See notes to financial statements.

WESTROCK COMPANY 401(k) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Contributions:	
Participants	$ 116,043,668
Employer	89,560,435
Rollovers	13,667,436
Total contributions	219,271,539
Interest income from notes receivable from participants	3,127,752
Plan interest in WestRock Company 401(k) Retirement Savings Plan Trust investment income	237,867,105
Total additions	460,266,396
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Withdrawals and payments to participants	280,861,770
Administrative expenses	1,160,647
Total deductions	282,022,417
NET INCREASE	178,243,979
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF THE YEAR	2,504,814,484
ASSETS TRANSFERRED TO QUALIFIED PLAN (Note 1)	(114,169,995)
NET ASSETS AVAILABLE FOR BENEFITS, END OF THE YEAR	$ 2,568,888,468

See notes to financial statements.

1. DESCRIPTION OF PLAN

The following description of the WestRock Company 401(k) Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

A. General

The Plan became effective on October 1, 1997 as the "Rock-Tenn Company 401(k) Retirement Savings Plan for Salaried and Non-Union Hourly Employees" and was amended and restated effective July 15, 2010, at which time the name of the Plan was changed to the "Rock-Tenn Company 401(k) Retirement Savings Plan" and the following defined contribution plans were merged with and into the Plan: (i) the Rock-Tenn Company 401(k) Retirement Savings Plan for Certain Wage Hour Employees, (ii) the Rock-Tenn Company 401(k) Retirement Savings Plan for Certain Collectively Bargained Employees, (iii) the Southern Container Corp. Manufacturing Employees 401(k) Pension Plan and (iv) the Solvay Paperboard LLC Plan. Effective July 1, 2015, WestRock Corporation was formed as a consequence of the merger between MeadWestvaco Corporation and Rock-Tenn Company. Rock-Tenn Company (renamed WestRock RKT Company in August 2015), a wholly owned subsidiary of WestRock Company, continued to sponsor the Plan until December 31, 2015. Effective January 1, 2016, WestRock Company (the "Company" or "Plan Sponsor") assumed sponsorship of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Administrative Committee oversees governance of the Plan. The Plan's Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance, and reports to the Plan's Administrative Committee.

Effective December 31, 2015, the MeadWestvaco Corporation Savings and Employee Stock Ownership Plan for Salaried and Non-Bargained Hourly Employees, the MeadWestvaco Corporation Savings and Employee Stock Ownership Plan for Bargained Hourly Employees (these plans are collectively referred to herein as the "MWV plans"), the SP Fiber Technologies Hourly Savings Plan, and the SP Fiber Technologies Retirement Savings Plan merged with and into the Plan (these plans are collective referred to herein as the "SP Fiber plans"). At December 31, 2015, assets totaling $1,100,120,253 were in-transit to the Plan in connection with the merger and were received by the Plan on January 4, 2016.

Effective January 1, 2016, the Plan was formally restated, and its name changed to WestRock Company 401(k) Retirement Savings Plan. In addition, on January 1, 2016, participant accounts totaling $114,169,995 received in connection with the MeadWestvaco Corporation plan mergers were spun-off to the Ingevity Corporation Retirement Savings Plan.

1. DESCRIPTION OF PLAN (Continued)

B. Administration

Effective January 1, 2016, Great-West Trust Company, LLC ("Great-West") was engaged as the trustee and custodian of the Plan, and Great-West Life & Annuity Insurance Company ("Empower") became the Plan's recordkeeper who maintained individual accounts reflecting each participant's respective interest in the value of the Plan's net assets. For the year ended December 31, 2015, Plan assets were held under contract by Wells Fargo Bank, N.A. ("Wells Fargo") as trustee (Great-West and Wells Fargo are collectively referred to herein as the "trustees"). Plan assets from the merged MWV and SP Fiber plans were in-transit to Great-West Trust Company, LLC from the pre-merger trustees, The Northern Trust Company and Vanguard Fiduciary Trust Company, respectively, at December 31, 2015.

On January 1, 2016, the Plan's investments were transferred to the WestRock Company 401(k) Retirement Savings Plan Trust ("Master Trust") (Note 3). Until December 31, 2015, the Plan's investments were held in the Rock-Tenn Company 401(k) and RTS Packaging, LLC 401(k) Master Trust, (the "Rock-Tenn and RTS Master Trust"). The Master Trust and Rock-Tenn and RTS Master Trust are collectively referred to herein as the "Master Trusts". The Master Trust holds investments on behalf of the WestRock Company 401(k) Retirement Savings Plan, the RTS Packaging, LLC 401(k) Retirement Savings Plan, and the WestRock Company 401(k) Provisional Retirement Savings Plan.

Certain administrative functions are performed by employees of the Company. These employees did not receive compensation from the Plan.

C. Eligibility

Employees are eligible to participate in the Plan after completing a minimum service period of one month, and temporary employees are eligible to participate after one year of service. Collectively bargained employees, as defined by the Plan, are generally eligible to participate after having completed a minimum service period of ninety days, subject to certain exclusions stated in the Plan document. An employee's service with a predecessor employer acquired by or merged with the Company or service with RTS Packaging Services, LLC, will be taken into account for the purposes of determining an employee's eligibility to participate in the Plan.

D. Contributions

Once eligible, certain participants are automatically enrolled in the Plan with a deferral percentage of 3% of eligible compensation unless the participant 1) elects not to participate in the Plan or 2) elects a different deferral percentage. Subsequently, the deferral percentage for automatically enrolled participants is automatically increased 1% annually up to a maximum deferral percentage of 10%, unless the participant 1) elects not to participate in the automatic increase or 2) elects a different deferral percentage maximum.

1. DESCRIPTION OF PLAN (Continued)

D. Contributions (Continued)

Outside of the automatic enrollment process, participants may make before-tax or Roth contributions between a minimum of 1% and a maximum of 75% of eligible compensation, as defined by the Plan, to the Plan through salary deferrals, subject to certain maximum limitations under the Internal Revenue Code ("IRC"). Participants who have or will attain age 50 on or before the end of the year are eligible to make catch-up contributions to the Plan. Employees can request to make a rollover contribution to the Plan before meeting the participation requirement of the Plan.

For each pay period that a participant makes contributions to the Plan, the Company makes a matching contribution. Matching provisions for participants are 100% of the participant's contribution up to 5% of eligible compensation for such pay period. In addition, for all pension ineligible participants who are employed on the last day of the Plan year, an additional company contribution will be made in the amount of 2.5% of the participant's eligible compensation for the Plan year. The additional company contribution totaled $27,361,024 for the year ended December 31, 2016. Matching contributions for participants that are part of a collectively bargained agreement are in accordance with the respective contract with each bargaining unit. Company matching contributions range from 0% to 100% of the participant's contribution, based on the participant's union affiliation, for each pay period, up to a maximum of 6% of eligible compensation.

The Plan has discretionary company profit sharing contributions for certain employees working at specific facilities as detailed in the Plan document. The allocation of these contributions to eligible employees differs from facility to facility, and is described in detail in the Plan document. Discretionary company profit sharing contributions totaled $48,520 for the year ended December 31, 2016.

E. Participants' Accounts

Participants may designate the investment funds into which contributions can be deposited. Each participant's account is credited with (i) the participant's 401(k) contribution, (ii) the Company's contribution, and (iii) the participant's account earnings. Each participant's account is charged with (i) withdrawals, (ii) the participant's account losses, and (iii) an allocation of administrative expenses. The benefit to which a participant is entitled is the participant's vested account balance.

1. DESCRIPTION OF PLAN (Continued)

F. Investment Options

At December 31, 2016, investment options included (a) one mutual fund; (b) sixteen common/collective trust funds; (c) one separate account fund, (d) the WestRock Company 401(k)/Galliard Stable Value Common/Collective Trust and (e) two custom funds that are managed by various investment advisors which were intended to provide broad exposure to the intended market through a single investment option. Until December 31, 2015, the Plan offered participants a variety of investments options that included (a) two mutual funds; (b) sixteen common/collective trust funds; (c) the Rock-Tenn Company 401(k)/Galliard Stable Value Common/Collective Trust and (d) three custom funds. All investments, as well as the underlying investments of the stable value common/collective trust and custom funds, are held in the Master Trust as of December 31, 2016 and the Rock-Tenn and RTS Master Trust as of December 31, 2015. As a result of the Meadwestvaco Corporation plan mergers, investment assets in Company stock were transferred into the Plan. Effective December 31, 2015, investments in the Company's stock were frozen. On March 1, 2017, the Company liquidated all shares of the Company's stock and the funds were reinvested in other investments offered by the Plan at the discretion of the Plan participants.

G. Vesting

Participants vest immediately in their voluntary contributions and actual earnings thereon. All participants who are not collectively bargained participants vest immediately in matching contributions made by the Company for plan years beginning on or after January 1, 2016. Vesting in the Company's matching contributions for collectively bargained participants, profit sharing contributions, additional contributions, and earnings is based on years of service. Generally, a participant's account is fully vested after three years of credited service or other events, as defined by the Plan. Certain participant accounts transferred into the Plan from merged plans vest over periods exceeding three years.

H. Forfeitures

Forfeitures of non-vested benefits are used to pay general administrative expenses of the Plan, restore account balances for re-employed employees, and/or, to offset Company matching contributions. Forfeitures of $170,280 and $3,706,000 were used to offset Company contributions by the Plan for the years ended December 31, 2016 and 2015, respectively. Forfeitures of $1,338,047 and $106,341 were available for future use at December 31, 2016 and 2015, respectively.

1. DESCRIPTION OF PLAN (Continued)

I. Withdrawals and Payments of Benefits

Participants can elect to receive payment of their vested account balance as soon as practicable after employment is terminated or after becoming disabled. Participants may have their account paid directly to them net of appropriate taxes and penalties (as applicable) or transferred in a direct rollover to another qualified plan or individual retirement account without taxes or penalties. Participants who have attained the age of 70 ½ receive distributions in accordance with the Internal Revenue Service ("IRS") minimum required distribution rules.

In general, the Plan also provides for withdrawals by a participant from his or her contribution account prior to retirement either upon the attainment of age 59½, disability, a hardship withdrawal, a rollover withdrawal, or upon termination of the Plan without establishment of a successor plan.

J. Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000, up to a maximum amount equal to the lesser of 50% of their vested account balance or $50,000. The loans are secured by the balance in the participant's account, are repaid through payroll deductions over a period not to exceed five years unless the loan is made in connection with the purchase of a principal residence, and bears a rate of interest (3.25% to 10.75% at December 31, 2016) agreed upon at the date of signing the loan application.

K. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their account balances, and the assets of the Plan will be distributed to the participants in accordance with the Plan provisions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ("U.S. GAAP").

B. Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board ("FASB") issued ASU 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. ASU 2015-07 aims to remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the NAV per share practical expedient. ASU 2015-07 also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the NAV per share practical expedient; for those investments that do not have readily determinable fair value. Investments that calculate NAV per share (or its equivalent), but for which the practical expedient is not applied will continue to be included in the fair value hierarchy along with the related required disclosures. ASU 2015-07 is effective for fiscal years beginning after December 15, 2016, and is to be applied retrospectively, with early adoption permitted. The Plan is currently evaluating the impact of these provisions.

In February 2017, the FASB issued ASU 2017-06, *Employee Benefit Plan Master Trust Reporting*. It is effective for fiscal years beginning after December 15, 2018. The amendments require reporting entities to report a plan's interest in a master trust and the change in the value of that interest as separate line items on the statement of net assets available for benefits and the statement of changes in net assets available for benefits, respectively. Additionally, the master trust's investments and other assets and liabilities, as well as the dollar amount of its interest in these balances, must be disclosed. Lastly, investments measured at fair value must be disaggregated by general type of investment. The Plan is currently evaluating the impact of these provisions.

C. Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received from the sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Plan Sponsor determines the Plan's valuation policies utilizing information provided by its investment advisors and trustees. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Investment Valuation and Income Recognition (Continued)

Management fees and operating expenses charged to the Plan for investments in mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, these management fees and operating expenses are reflected as a reduction of investment return for such investments.

D. Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances, plus any accrued but unpaid interest.

E. Administrative Expenses

Certain administrative expenses are paid by the Plan, as allowed by the Plan document. Recordkeeping, investment advisory, and custodial fees are paid by plan participants and all other expenses are paid by the Plan Sponsor.

Investment and advisory management fees related to the stable value common/collective trust and the custom funds are paid from the assets of the Master Trust on a quarterly basis. Such fees are recorded as a deduction from the Master Trust's net assets.

F. Risks and Uncertainties

The Plan invests in various investment securities, including those held by the Master Trust. Investment securities are exposed to various risks, such as interest rate, market, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the statements of net assets available for benefits.

G. Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

H. Payment of Benefits

Benefit payments are recorded upon distribution.

3. INVESTMENTS IN WESTROCK COMPANY 401(k) RETIREMENT SAVINGS PLAN TRUST AND INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k) MASTER TRUST

Until December 31, 2015, the Plan's investment assets were held in the Rock-Tenn Company 401(k) and RTS Packaging, LLC 401(k) Master Trust under the terms of a trust agreement with Wells Fargo. Effective January 1, 2016, the Plan entered into the WestRock Company 401(k) Retirement Savings Plan Trust agreement with Great-West who became the custodian of the Master Trust investments and the Plan's Trustee. The value of the Plan's share of net assets is presented as a single asset and the net investment experience in the Master Trust is presented as a single addition to or deduction from net assets in the accompanying financial statements.

The Master Trust's net assets are allocated among participating plans by assigning to each plan those transactions (primarily contributions, benefit payments and certain administrative expenses) which can be specifically identified, and by allocating among participating plans, in proportion to the fair value of the net assets assigned to each plan, income and expenses resulting from the collective investment of the net assets of the Master Trusts. At December 31, 2016, the Plan's beneficial interest in the net assets of the Master Trust was approximately 98.3%. At December 31, 2015, the Plan's beneficial interest in the net assets of the Rock-Tenn and RTS Master Trust was approximately 97.7%.

The Plan does not have an undivided interest in the investments held in the Master Trusts since each plan's interest in the investments of the Master Trusts is based on the account balances of the participants and their elected investment fund options. However, the Plan's beneficial interest in each of the underlying investment fund options does not vary significantly from the Plan's beneficial interest in the total net assets of the Master Trusts.

The condensed statements of net assets available for benefits for the Master Trust as of December 31, 2016 and the Rock-Tenn and RTS Master Trust as of December 31, 2015 is as follows:

	2016	2015
Investments at fair value:		
Mutual funds	$ 149,255,096	$ 83,112,452
Common/collective trusts	1,914,633,116	1,058,760,145
Common stocks and American depository receipts	239,842,924	249,916,688
WestRock Company common stock	212,487,230	-
Fixed income securities	-	22,614
Total investments at fair value	2,516,218,366	1,391,811,899
Receivables -		
Accrued interest and dividends	-	288,112
Cash - noninterest bearing	-	1,024,339
Net assets available for benefits	$ 2,516,218,366	$ 1,393,124,350

3. INVESTMENTS IN WESTROCK COMPANY 401(k) RETIREMENT SAVINGS PLAN TRUST AND INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k) MASTER TRUST (Continued)

The condensed statement of changes in net assets available for benefits for the Master Trust for the year ended December 31, 2016 is as follows:

Additions to net assets attributed to:	
Investment income:	
Dividends	$ 8,910,995
Net appreciation in fair value of investments	232,369,534
Total investment income	241,280,529
Deductions from net assets attributed to-	
Investment and advisory management fees	(170,992)
Net increase before transfers	241,109,537
Transfers in [(a)]	4,182,443,637
Transfers out [(b)]	(3,300,459,158)
Net increase in net assets	1,123,094,016
Net assets available for benefits, beginning of the year	1,393,124,350
Net assets available for benefits, end of the year	$2,516,218,366

(a) Includes contributions, rollovers, transfers from qualified plans, participant note repayments of principal and interest, and purchases of investments.

(b) Includes benefit payments to participants, participant note withdrawals, administrative expenses, and sales of investments.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of observable inputs other than quoted prices for identical assets. Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments and there have been no changes in the methodologies used at December 31, 2016 and 2015. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs are used for investments for which Level 1 inputs were not available. Level 3 inputs would be used if Level 1 or Level 2 inputs were not available.

3. INVESTMENTS IN WESTROCK COMPANY 401(k) RETIREMENT SAVINGS PLAN TRUST AND INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k) MASTER TRUST (Continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2016:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Mutual funds [a]	$ 149,255,096	$ -	$ -	$ 149,255,096
Common/collective trusts [b]	-	1,914,633,116	-	1,914,633,116
Common stocks [c]	452,330,154	-	-	452,330,154
Total assets at fair value	$ 601,585,250	$1,914,633,116	$ -	$ 2,516,218,366

The following table sets forth by level, within the fair value hierarchy, the Rock-Tenn Company 401(k) and RTS Packaging, LLC 401(k) Master Trust's assets at fair value as of December 31, 2015:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Mutual funds [a]	$ 83,112,452	$ -	$ -	$ 83,112,452
Common/collective trusts [b]	-	1,058,760,145	-	1,058,760,145
Common stocks and American depository receipts [c]	249,916,688	-	-	249,916,688
Fixed income securities [d]	-	22,614	-	22,614
Total assets at fair value	$ 333,029,140	$1,058,782,759	$ -	$1,391,811,899

[a] Mutual funds are valued using the Net Asset Value ("NAV") of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.

[b] The common/collective trusts are valued using the NAV of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market. Participant transactions (purchases and sales) may occur daily.

[c] Common stocks and American depository receipts are valued using a quoted price in an active market and classified within level 1 of the valuation hierarchy.

[d] Municipal bonds, mortgage/asset-backed securities, and other fixed income securities are valued utilizing a market approach that includes various valuation techniques and sources such as broker quotes in active and non-active markets, benchmark yields and securities, reported trades, issuer spreads, and/or other applicable reference data.

3. INVESTMENTS IN WESTROCK COMPANY 401(k) RETIREMENT SAVINGS PLAN TRUST AND INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k) MASTER TRUST (Continued)

The Master Trust invests in a stable value common/collective trust managed by Galliard Capital Management ("GCM"). The stable value common/collective trust is comprised primarily of fully-benefit responsive investment contracts and is valued at net asset value. The net asset value is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the investment will be sold for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the stable value common/collective trust, GCM reserves the right to acquire 12 months' notification in order to ensure the securities liquidations will be carried out in an orderly business manner. The balance of the stable value common/collective trust totaling $253,519,534 and $204,032,091 at December 31, 2016 and 2015, respectively, is included in common/collective trusts in the accompanying fair value hierarchy table.

4. INFORMATION CERTIFIED BY TRUSTEES (UNAUDITED)

For the years ended December 31, 2016 and 2015, the Plan administrator elected, as permitted by Section 2520.103 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, to have certain financial information certified by the Trustees. The following information included in the Plan's financial statements was prepared by Great-West and Wells Fargo at December 31, 2016 and 2015, respectively, and furnished to the Plan administrator.

	2016	2015
Statements of net assets available for benefits:		
Investments:		
Investment in West Rock Company 401(k) Retirement Savings Plan Trust	$ 2,472,112,058	$ -
Investment in Rock-Tenn Company 401(k) and RTS Packaging, LLC 401(k) Master Trust	$ -	$ 1,360,593,033
Notes receivable from participants	$ 63,438,159	*
Statement of changes in net assets available for benefits:		
Plan interest in WestRock Company 401(k) Retirement Savings Plan Trust investment income	$ 237,867,105	
Interest income from notes receivable from participants	$ 3,127,752	

* Notes receivable from participants were not certified by Wells Fargo as of December 31, 2015.

5. INCOME TAX STATUS

The Plan has received determination letters from the IRS dated September 20, 2013 and June 29, 2017, stating that the Plan is qualified under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator and Plan's tax counsel believe that the Plan was designed and operated in compliance with the applicable requirements of the IRC and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by the Trustees. Transactions involving these investments qualify as party-in-interest transactions. In addition, the Trustees receive investment management fees related to these funds prior to any funds being allocated to investment earnings or losses. Party-in-interest transactions also include loans made to participants.

Until March 1, 2017, the Plan held investment assets in WestRock common stock through the Master Trust. At December 31, 2016 and 2015, the Master Trust held 13,630,965 and -0- shares of Company stock, respectively. The Master Trust recorded dividends in the amount of $7,666,810 and net appreciation in the amount of $23,057,572 for the year ended December 31, 2016. Because the Company is the Plan Sponsor, transactions involving the Company's stock qualify as party-in-interest transactions.

Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following schedule reconciles the net assets available for benefits disclosed in these financial statements as of December 31, 2016 and 2015 to Schedule H of the Plan's Form 5500:

	2016	2015
Net assets available for benefits per financial statements	$2,568,888,468	$2,504,814,484
Add: Adjustment from contract value to fair value for interest in stable value common/collective trust relating to fully benefit-responsive investment contracts	500,360	-
Net assets available for benefits per Schedule H of Form 5500	$2,569,388,828	$2,504,814,484

The following schedule reconciles the changes in net assets available for benefits disclosed in these financial statements for the year ended December 31, 2016 to Schedule H of the Plan's Form 5500:

Net increase in net assets available for benefits per financial statements	$ 178,243,979
Add: Adjustment from contract value to fair value for interest in stable value common/collective trust relating to fully benefit-responsive investment contracts	500,360
Net income per Schedule H of Form 5500	$ 178,744,339

The following schedule reconciles the net assets available for benefits for the Master Trusts disclosed in these financial statements as of December 31, 2016 and 2015 to Schedule H of the Master Trust's Form 5500:

	2016	2015
Net assets available for benefits per the Master Trust (Note 3)	$ 2,516,218,366	$1,393,124,350
Add: Adjustment from contract value to fair value for interest in stable value common/collective trust relating to fully benefit-responsive investment contracts	507,038	-
Net assets available for benefits per Schedule H of Master Trust Form 5500	$ 2,516,725,404	$1,393,124,350

7. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (Continued)

The following schedule reconciles the changes in net assets available for benefits for the Master Trust disclosed in these financial statements for the year ended December 31, 2016 to Schedule H of the Master Trust's Form 5500:

Net increase before transfers per the Master Trust (Note 3)		$ 241,109,537
Add:	Adjustment from contract value to fair value for interest in stable value common/collective trust relating to fully benefit-responsive investment contracts	507,037
Net income per Schedule H of Master Trust Form 5500		$ 241,616,574

8. SUBSEQUENT EVENTS

Effective April 6, 2017, WestRock Company completed the sale of its Home, Health and Beauty business to Silgan Holdings, Inc. As a result of the sale, approximately 920 employees became terminated vested participants under the Plan, and were eligible to receive a distribution from the Plan.

The Plan has evaluated subsequent events through August 7, 2017, the date which the financial statements were available to be issued, and there are no other events which would require recognition or disclosure in the financial statements.

SUPPLEMENTAL SCHEDULES

WESTROCK COMPANY 401(k) RETIREMENT SAVINGS PLAN
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FORM 5500, SCHEDULE H, PART IV, LINE 4(a)
DECEMBER 31, 2016

Employer ID #62-0342590
Plan Number 018

Participant Contributions Transferred Late to Plan	**Total that Constitute Nonexempt Prohibited Transactions**			**Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51**
Check here if Late Participant Loan Repayments are included: ☒	Contributions not Corrected	Contributions corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	
Various 2016 Payroll Periods	$-0-	$-0-	$-0-	$11,357,592

See independent auditor's report.

WESTROCK COMPANY 401(k) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
DECEMBER 31, 2016

Employer ID #62-0342590
Plan Number 018

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	**Description of Investment**	**Cost**	**Current Value**
*	Participant loans	Interest rates 3.25% to 10.75%	$-0-	$ 63,438,159
				$ 63,438,159

* A party-in-interest as defined by ERISA.

See independent auditor's report.

WESTROCK COMPANY 401(k) RETIREMENT SAVINGS PLAN
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FORM 5500, SCHEDULE H, PART IV, LINE 4(a)
DECEMBER 31, 2016

Employer ID #62-0342590
Plan Number 018

Participant Contributions Transferred Late to Plan	**Total that Constitute Nonexempt Prohibited Transactions**			**Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51**
Check here if Late Participant Loan Repayments are included: ☒	Contributions not Corrected	Contributions corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	
Various 2016 Payroll Periods	$-0-	$-0-	$-0-	$11,357,592

See independent auditor's report.

Schedule H, Line 4(i) - Schedule of Assets (Held at Year End)

Plan Name: WestRock Company 401(k) Retirement Savings Plan

Plan Number: 150554-01 EIN: 62-0342590 PN: 018

For Period Ending: 12/31/2016

(A) Party In Interest *	(B) Identity of Party	(C) Description of Asset	(D) Cost **	(E) Current Value
*	VARIOUS	PARTICIPANT LOANS -- INTEREST RATE (Low 3.250 High 10.750)	N/A	63,438,159.00
Total			0.00	63,438,159.00

*** Party in Interest**

**** Not required for participant directed accounts**