Independent Auditor's Report

To the Plan Administrator of
Veritiv Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Veritiv Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), 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 Vanguard Fiduciary Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the Plan administrator by the Trustee 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.

BETTER TOGETHER
A Limited Liability Partnership of Certified Public Accountants & Consultants
Riverwood 200 3300 Riverwood Parkway Suite 700 Atlanta, GA 30339 **phone** 770.396.2200 **fax** 770.390.0394
www.btcpa.net

Other Matter
The supplemental information, as listed in the accompanying index, as of December 31, 2017, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is 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 the supplemental information.

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 information, other than that derived from the information certified by the Trustee, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Bennett Thrasher LLP

September 13, 2018

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1. The information contained in this e-mail is confidential and intended only for the use of the management of Veritiv Retirement Savings Plan (the Plan) and should not be altered. This email was created September 19, 2018 and Bennett Thrasher LLP will maintain a duplicate copy pursuant to our data retention policies. Additional copies may be requested by reference to its unique identification number 09943.001.

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Bennett Thrasher LLP
Riverwood 200
3300 Riverwood Parkway
Suite 700
Atlanta, Georgia 30339

General: 770-396-2200
Fax: 770-390-0394

Veritiv Retirement Savings Plan

Financial Statements

December 31, 2017 and 2016

BENNETT THRASHER LLP
Better Together

Veritiv Retirement Savings Plan

Index

* Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because there is no information to report.

Independent Auditor's Report

To the Plan Administrator of
Veritiv Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Veritiv Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), 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 Vanguard Fiduciary Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the Plan administrator by the Trustee is complete and accurate.

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Other Matter
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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 information, other than that derived from the information certified by the Trustee, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Bennett Thrasher LLP

September 13, 2018

Veritiv Retirement Savings Plan

Statements of Net Assets Available for Benefits
December 31, 2017 and 2016

	2017	2016
Assets:	(in thousands)	
Investments, at fair value	$ 1,257,422	$ 1,101,180
Plan receivables:		
Notes receivable from participants	14,664	14,768
Employer contribution receivable	963	1,583
Total assets	1,273,049	1,117,531
Net assets available for benefits	$ 1,273,049	$ 1,117,531

The accompanying notes are an integral part of these financial statements.

Veritiv Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits
For the year ended December 31, 2017

	(in thousands)
Additions to net assets attributed to:	
Contributions:	
Participants	$ 47,750
Employer	19,634
	67,384
Investment income:	
Net appreciation in fair value of investments	152,314
Interest, dividends and other income	20,980
Interest on notes receivable from participants	662
Total additions	241,340
Deductions from net assets attributed to:	
Benefits paid to participants	85,222
Administrative expenses	600
Total deductions	85,822
Net increase	155,518
Net assets available for benefits:	
Beginning of year	1,117,531
End of year	$ 1,273,049

The accompanying notes are an integral part of these financial statements.

Note 1: Description of Veritiv Retirement Savings Plan

The following descriptions of Veritiv Retirement Savings Plan (the Plan) provide only general information. Participants should refer to the Plan Document for more complete information.

General

Effective July 1, 2014, Veritiv Corporation (the Company) became the sponsor for the Plan as a result of the merger of the xpedx, LLC (xpedx) business of International Paper and Unisource Worldwide, Inc. to form the Company. Effective July 1, 2014, certain employees of xpedx and its affiliates were eligible to participate in the Plan and the related assets in the International Paper Company Salaried Savings Plan and the International Paper Company Hourly Savings Plan were transferred to the Plan effective August 1, 2014.

In general, employees of the Company located in the United States are immediately eligible to participate in the Plan if they are full-time or part-time salaried or hourly non-union employees. Certain union employees also participate in the Plan pursuant to the terms of their respective collective bargaining agreements with the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration

Vanguard Fiduciary Trust Company (Vanguard or the Trustee) serves as Trustee of the Plan pursuant to the Plan Document. The Trustee receives all contributions made under the Plan, holds plan assets and pays benefits to participants as directed by the Plan administrator.

The Veritiv Benefit Plans Committee serves as the Plan administrator. The Plan administrator has the responsibility to administer the Plan for the exclusive benefit of the participants and their beneficiaries. These duties include, but are not limited to, establishing procedures, maintaining records, interpreting provisions of the Plan and making determinations regarding questions which may affect eligibility for benefits. The Plan administrator also engaged Vanguard as a third-party administrator to assist in the administration of the Plan.

Contributions

Participants may generally contribute up to 85% of their defined eligible compensation, in 1% increments, on a before-tax basis. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Aggregate limits as prescribed by the Internal Revenue Service (IRS) were $18,000 for participants under the age of 50 and an additional $6,000 for participants age 50 and older (catch-up contributions) in 2017.

Participants are permitted to make Roth contributions subject to the above combined Plan deferral limit and the IRS limits applicable to contributions.

Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may also deposit rollovers from other tax-qualified plans or individual retirement accounts (IRA), at the discretion of the Company. Rollover contributions are placed in a separate account and are subject to the rules for investment established by the Company and the Plan Document.

The safe harbor matching contribution for the non-union participants is 100% of the first 3% of compensation deferred by the employee and 50% of the next 2% deferred, for a net total maximum of 4% matching contribution. Union employees, if eligible for a Company contribution per the terms of their agreement, receive the Company contributions outlined in that agreement. The Company's contributions totaled approximately $19,634,000 for the year ended December 31, 2017. The Company may make additional discretionary contributions under terms specified by the Plan Document. No such additional discretionary contributions were made for the year ended December 31, 2017.

Participant Accounts

Each participant account is credited with pre-tax, Roth and rollover contributions made by the participant, the participant's portion of the Company's matching and discretionary contributions, and Plan earnings. Plan earnings, which consist of earnings, expenses and gains and losses on investments, are allocated to participants' accounts as defined in the Plan Document. Each participant is responsible for making participant-directed allocations of all assets in their account among the various investment options offered by the Plan.

Vesting

Participants are 100% vested in their contributions, rollover balances and the investment performance thereon. In addition, non-union participants are immediately vested in all Company matching contributions and all related investment performance. Any Company matching contributions for union participants vest per the terms of the applicable agreement. Company matching contributions and their earnings are immediately and fully vested under the Plan in most cases.

Administrative Expenses

Administrative expenses are paid by the Plan as permitted by the Plan Document and to the extent that they are not paid by the Company. These expenses include, but are not limited to, investment expenses, trustee, auditing, legal and certain recordkeeping fees. However, transaction fees for notes receivable from participants are paid from the borrowing participant's account. The Company provides other administrative services to the Plan at no charge.

Forfeitures

Participant forfeitures of non-vested plan benefits are used to pay administrative expenses of the Plan or reduce the Company's contributions to the Plan. As of December 31, 2017 and 2016, forfeited amounts available for use were not significant, nor were there actual forfeitures for the year ended December 31, 2017.

Distributions

Distributions may generally be made from a participant's account at any time following termination of employment, reaching age 59½ or becoming disabled. Hardship distributions may also be made under certain circumstances as defined in the Plan Document. Distributions from a participant's account must begin by April 1 of the calendar year after attaining age 70½. Participants can request distributions of after-tax contributions at any time.

Upon separation from the Company, if a participant's vested balance (excluding any rollover balances) is greater than $5,000, participants must make an election to receive a lump sum or annuity distribution or a rollover to another qualified plan or IRA. The participant can make the election at any time after termination. If the participant's vested balance is less than $1,000, the benefit is automatically paid in a lump sum to the participant. If no alternative election has been made and the benefit is between $1,000 and $5,000, the Plan may automatically transfer the funds into an IRA established on the participant's behalf. Distributions in the form of an annuity have certain minimum annual distribution requirements based on the age of the participant, life expectancy or possibly the age of a designated beneficiary.

Notes Receivable from Participants

Actively employed participants are permitted to borrow against their account balances in amounts of at least $1,000 up to the lesser of 50% of their vested balance or $50,000. Notes receivable accrue interest at a rate, which is fixed at the time of initiation, of prime plus 1% (5.50% and 4.75% at December 31, 2017 and 2016, respectively) and generally have terms not exceeding 5 years. A qualifying note receivable used to purchase the participant's primary residence may have a term not to exceed 10 years. Notes receivable are typically repaid through payroll deductions. The participant is responsible for note receivable initiation and maintenance fees. Only one note receivable may be outstanding to a participant at any one time. Xpedx participants may have had more than one outstanding loan at the time of the merger. Such loans were transferred to the Plan and repayment continues through payroll deduction.

Investment Options

Participants are required to make participant-directed allocations of their accounts in increments of 1% (totaling 100%) among various investment options selected by the Plan administrator, including certain options for which the Trustee or its affiliates serve as investment advisors (see Notes 4 and 7).

Note 2: Summary of Significant Accounting Policies

Basis of Presentation

The accompanying statements of net assets available for benefits and statement of changes in net assets available for benefits have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates that affect amounts reported in the financial statements and the accompanying notes. Actual results could differ from these estimates.

Benefits Paid

Benefits paid include direct payments by the Plan to participants or their beneficiaries. Benefit payments are recognized when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan Document.

Note 3: Fair Value Measurements

FASB Accounting Standards Codification 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

The money market fund is valued at the net asset value (NAV) of shares held by the Plan at year end, which is equivalent to quoted market prices as provided by the Trustee, and is classified within Level 1 in the fair value hierarchy table.

Mutual funds are valued at quoted market prices as provided by the Trustee.

The common collective trusts are valued at NAV. The NAV is used as a practical expedient to estimate fair value and is based on the value of the underlying assets owned by the fund, minus any liabilities, and then divided by the number of shares outstanding. This practical expedient would not be used if it is determined to be probable that the investment will sell for an amount different from the reported NAV. Participant transactions (purchases and sales) have no restrictions; however, the issuer reserves the right to require the Plan to provide a one-year redemption notice to liquidate its entire share in the fund. There are currently no unfunded commitments on this investment.

Participant-directed brokerage accounts are invested in marketable assets and are valued at quoted market prices as provided by the Trustee.

Net appreciation in fair value of the mutual funds and participant-directed brokerage accounts represent the change in fair value during the year, including realized and unrealized gains and losses. 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.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2017 and 2016:

Assets at fair value as of December 31, 2017 (in thousands):

	Level 1	Level 2	Level 3	Total
Money market fund	$ 135	$ -	$ -	$ 135
Mutual funds	661,313	-	-	661,313
Participant-directed brokerage accounts	40,888	-	-	40,888
Total assets in the fair value hierarchy	702,336	-	-	702,336
Common collective trusts measured at net asset value [a]	-	-	-	555,086
Total investments at fair value	$ 702,336	$ -	$ -	$ 1,257,422

Assets at fair value as of December 31, 2016 (in thousands):

	Level 1	Level 2	Level 3	Total
Money market fund	$ 45	$ -	$ -	$ 45
Mutual funds	546,020	-	-	546,020
Participant-directed brokerage accounts	34,190	-	-	34,190
Total assets in the fair value hierarchy	580,255	-	-	580,255
Common collective trusts measured at net asset value [a]	-	-	-	520,925
Total investments at fair value	$ 580,255	$ -	$ -	$ 1,101,180

[a] In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Note 4: Information Certified by Trustee (Unaudited)

The Company has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Company instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Vanguard, except for comparing such information to information included in the Plan's financial statements and supplemental schedule of assets (held at end of year):

	2017	2016
	(in thousands)	
Statements of net assets available for benefits:		
Investments, at fair value		
Money market fund	$ 135	$ 45
Mutual funds	661,313	546,020
Common collective trusts	555,086	520,925
Participant-directed brokerage accounts	40,888	34,190
Statement of changes in net assets available for benefits:		
Net appreciation in fair value of investments	$ 152,314	
Interest, dividends and other income	20,980	

Note 5: Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. 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 such changes could materially affect the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Note 6: Tax Status

The Plan obtained its latest determination letter on June 8, 2012, in which the IRS stated that the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require 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, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions and as of December 31, 2017, is currently under audit for the tax years 2013 and 2014. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2014.

Note 7: Party-in-Interest Transactions

Vanguard and its affiliates perform services for, sell products to, and manage and maintain certain investments of the Plan for which fees are charged to the Plan. Party-in-interest transactions also include notes receivable from participants. Such transactions, while considered party-in-interest transactions under ERISA, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

Note 8: Plan Termination

Although the Company has not expressed any intent to do so, it reserves the right at any time to terminate the Plan, in whole or in part. If the Plan is terminated, the Company has no obligation to make any contributions to the Plan after the termination date and all Company contributions become fully vested.

Note 9: Subsequent Events

The Plan Sponsor has evaluated for subsequent events between the statement of net assets available for benefits date of December 31, 2017 and the report date, the date these financial statements were made available for issuance, and has concluded that all subsequent events requiring disclosure have been incorporated in these financial statements.

* * * * *

Supplemental Information

Veritiv Retirement Savings Plan

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2017
Employer Identification Number 13-5369500 - Plan No. 002

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of Investment (Number of shares)	(d) Cost	(e) Current Value
				(in thousands)
	Money market fund:			
*	Vanguard Prime Money Market Fund	134,832	#	$ 135
	Mutual funds:			
*	Vanguard Institutional Index I Plus	1,303,406	#	317,353
*	Vanguard Total Intl Stock Index I	863,770	#	105,406
*	Vanguard Total Bond Market Index I	7,732,765	#	83,127
*	Vanguard Mid-Cap Index I	1,904,267	#	80,589
*	Vanguard Small-Cap Index I	1,057,329	#	74,838
	Total mutual funds			661,313
	Common collective trusts:			
*	Vanguard Retirement Savings Trust III	133,010,479	#	133,010
*	Vanguard Target Retire 2025 Trust I	2,033,864	#	108,547
*	Vanguard Target Retire 2020 Trust I	1,833,433	#	97,264
*	Vanguard Target Retire 2030 Trust I	1,473,390	#	79,224
*	Vanguard Target Retire 2035 Trust I	906,533	#	49,769
*	Vanguard Target Retire 2040 Trust I	459,583	#	26,031
*	Vanguard Target Retire 2015 Trust I	456,025	#	23,412
*	Vanguard Target Retire 2045 Trust I	280,582	#	15,954
*	Vanguard Target Retire 2050 Trust I	131,560	#	7,521
*	Vanguard Target Retire Inc Trust I	145,032	#	7,436
*	Vanguard Target Retire 2055 Trust I	69,797	#	4,866
*	Vanguard Target Retire 2060 Trust I	55,416	#	2,028
*	Vanguard Target Retire 2065 Trust I	1,045	#	24
	Total common collective trusts			555,086
	Participant-directed brokerage accounts:			
*	Vanguard Brokerage Option		#	40,888
	Total investments at fair value			1,257,422
*	Notes receivable from participants, interest rates ranging from 4.25% to 8.50%, with maturity dates from January 26, 2017 to November 22, 2028			14,664
				$ 1,272,086

* Party-in-interest as defined by ERISA
\# Not required for participant-directed accounts.

The accompanying notes are an integral part of these financial statements.

Veritiv Retirement Savings Plan

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December 31, 2017
Employer Identification Number 13-5369500 - Plan No. 002

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of Investment (Number of shares)	(d) Cost	(e) Current Value
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*	Vanguard Prime Money Market Fund	134,832	#	$ 135
	Mutual funds:			
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*	Vanguard Small-Cap Index I	1,057,329	#	74,838
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*	Vanguard Brokerage Option		#	40,888
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*	Notes receivable from participants, interest rates ranging from 4.25% to 8.50%, with maturity dates from January 26, 2017 to November 22, 2028			14,664
				$ 1,272,086

* Party-in-interest as defined by ERISA
# Not required for participant-directed accounts.

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