

# RAYONIER ADVANCED MATERIALS INC.

Reported by  
**BOYNTON PAUL G**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/19/19 for the Period Ending 08/15/19

Address	1301 RIVERPLACE BOULEVARD SUITE 2300 JACKSONVILLE, FL, 32207
Telephone	904.357.4600
CIK	0001597672
Symbol	RYAM
Fiscal Year	12/31

# FORM 4

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

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continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>BOYNTON PAUL G</b>	<b>RAYONIER ADVANCED MATERIALS INC. [ RYAM ]</b>	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>1301 RIVERPLACE BOULEVARD, SUITE 2300</b>	<b>8/15/2019</b>	<b>Chairman, President and CEO</b>
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>JACKSONVILLE, FL 32207</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	8/15/2019		C		7,745	A	\$0 (1)	400,594	D	
Common Stock								3,702,9242	I	By 401k (2)
Common Stock								30,266	I	By Grantor Retained Annuity Trust
Common Stock								33,701	I	By Michelle M. Boynton Irrevocable Trust
Common Stock								32,329	I	By Paul G. Boynton Trust
Common Stock								796	I	By Wife

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
8.00% Series A Mandatory Convertible Preferred Stock	(3)	8/15/2019		C		1,000	(3)	8/15/2019	Common Stock	7,745.9	\$0	0	D	

#### Explanation of Responses:

- (1) The conversion rate of the 8.00% Series A Mandatory Convertible Preferred Stock (the "Preferred Stock") was 7.7459 shares of Common Stock per share of Preferred Stock.
- (2) Shares are held in the Rayonier Advanced Materials Investment and Savings Plan, a 401(k) plan, for this person's account.
- (3) As set forth in the Certificate of Designations of 8.00% Series A Mandatory Convertible Preferred Stock, included as Exhibit 3.1 to the Issuer's Form 8-K filed with the SEC on 8/10/2016 (the "Certificate"), the Preferred Stock automatically converted into Common Stock on 8/15/2019 (the "Mandatory Conversion Date" or "MCD") at a conversion rate between 6.5923 and 7.7459 shares of Common Stock per share of Preferred Stock, depending on the average market value of the Common Stock for a period of time prior to the MCD as set forth in the Certificate. Holders of Preferred Stock had the right to elect to convert shares of Preferred Stock into Common Stock at any time prior to the MCD at a conversion rate of 6.5923 shares of Common Stock per share of Preferred Stock, subject to certain adjustments. On the MCD, the Preferred Stock automatically converted to Common Stock at a conversion rate of 7.7459

shares of Common Stock per share of Preferred Stock.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BOYNTON PAUL G</b> <b>1301 RIVERPLACE BOULEVARD</b> <b>SUITE 2300</b> <b>JACKSONVILLE, FL 32207</b>	<b>X</b>		<b>Chairman, President and CEO</b>	

#### Signatures

**Brenda K. Davis, Attorney-in-Fact**

**8/19/2019**

--Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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