SEC Form 4

**FORM 4**

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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) |
|---|---|---|

**1. Name and Address of Reporting Person**\*

Urey Jill L.

| (Last) | (First) | (Middle) |
|---|---|---|

9335 HARRIS CORNERS PKWY

SUITE 300

(Street)

| CHARLOTTE | NC | 28269 |
|---|---|---|

(City)   (State)   (Zip)

**2. Issuer Name and Ticker or Trading Symbol**

Magnera Corp [ MAGN ]

**3. Date of Earliest Transaction (Month/Day/Year)**

12/31/2024

**4. If Amendment, Date of Original Filed (Month/Day/Year)**

**5. Relationship of Reporting Person(s) to Issuer** (Check all applicable)

| | Director | | 10% Owner |
|---|---|---|---|
| ✓ | Officer (give title below) | | Other (specify below) |

EVP, GC & Corp Sec

**6. Individual or Joint/Group Filing (Check Applicable Line)**

| ✓ | Form filed by One Reporting Person |
|---|---|
| | 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, Par Value $.01 | 12/31/2024 | | M | | 1,571 | A | $18.17 | 3,186 | D | |
| Common Stock, Par Value $.01 | 12/31/2024 | | F | | 567[1] | D | $18.17 | 2,619 | D | |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
### (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | | 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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | $0[2] | 12/31/2024 | | M | | | 1,571 | 12/31/2024 | 02/28/2027[3] | Common Stock, Par Value $.01 | 1,571 | $0 | 3,191 | D | |

**Explanation of Responses:**

1. Represents shares being withheld to satisfy tax obligations.
2. Not applicable to this transaction. RSUs have no value until all restrictions lapse on the final vesting date.
3. Represents the 2024 RSU LTIP grant, which vests one-third 12/31/2024, one-third 2/28/2026 and one-third 2/28/2027.

/s/ Laura A. Jones, attorney-in-fact for Jill Urey      01/02/2025

\*\* Signature of Reporting Person      Date