

RR Donnelley & Sons Co
Form 10-K/A
May 10, 2010
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2009

OR

“ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-4694

R. R. DONNELLEY & SONS COMPANY

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(Exact name of registrant as specified in its charter)

| | |
|--|--|
| Delaware (State or other jurisdiction of incorporation or organization) | 36-1004130 (I.R.S. Employer Identification No.) |
| 111 South Wacker Drive, Chicago, Illinois (Address of principal executive offices) | 60606 (ZIP Code) |
| Registrant's telephone number (312) 326-8000 | |

Securities registered pursuant to Section 12(b) of the Act:

| Title of each Class | Name of each exchange on which registered |
|--|--|
| Common Stock (Par Value \$1.25) | NASDAQ and Chicago Stock Exchange |

Indicated by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

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Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the shares of common stock (based on the closing price of these shares on the New York Stock Exchange Composite Transactions) on June 30, 2009, the last business day of the registrant's most recently completed second fiscal quarter, held by nonaffiliates was \$2,378,909,775.

As of February 19, 2010, 205,474,233 shares of common stock were outstanding.

Documents Incorporated By Reference

Portions of the Registrant's proxy statement related to its annual meeting of stockholders scheduled to be held on May 20, 2010 are incorporated by reference into Part III of this Form 10-K.

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EXPLANATORY NOTE

R.R. Donnelley & Sons Company (RR Donnelley, the Company, we, us, and our) is filing this Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 31, 2009, originally filed with the Securities and Exchange Commission on February 24, 2010, solely in order to correct the following in Part I, Item 2 thereof:

The last sentence of Part I, Item 2 - Properties reversed the square feet of space owned and the square feet of space leased. As corrected, that sentence should read Of our U.S. and international facilities, approximately 30.7 million square feet of space is owned, while the remaining 16.8 million square feet of space is leased.

This Amendment No. 1 amends Part I, Item 2 as described above. All other items and exhibits contained in the Annual Report on Form 10-K as filed on February 24, 2010 remain unchanged. This Amendment No. 1 does not reflect facts or events occurring after the original filing date of February 24, 2010 or modify (except as set forth above) or update the disclosures in any way. Accordingly, this Amendment No. 1 should be read in conjunction with the original filing. In accordance with Exchange Act Rule 12b-15, new certifications of the Company's Chief Executive Officer and Chief Financial Officer are also being filed.

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RR DONNELLEY & SONS COMPANY AND SUBSIDIARIES

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ITEM 2. PROPERTIES

The Company's corporate office is located in leased office space in Chicago, Illinois. In addition, as of December 31, 2009, the Company leases or owns 344 U.S. facilities, some of which have multiple buildings and warehouses, and these U.S. facilities encompass approximately 38.8 million square feet. The Company leases or owns 203 international facilities encompassing approximately 8.7 million square feet in Canada, Latin America, South America, Europe, and Asia. Of our U.S. and international facilities, approximately 30.7 million square feet of space is owned, while the remaining 16.8 million square feet of space is leased.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 10th day of May 2010.

R.R. DONNELLEY & SONS COMPANY

By: /s/ MILES W. MCHUGH
Miles W. McHugh

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

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INDEX TO EXHIBITS

- 31.1 Certification by Thomas J. Quinlan III, President and Chief Executive Officer, required by Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934 (filed herewith)
- 31.2 Certification by Miles W. McHugh, Executive Vice President and Chief Financial Officer, required by Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934 (filed herewith)
- 32.1 Certification by Thomas J. Quinlan III, President and Chief Executive Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code (filed herewith)
- 32.2 Certification by Miles W. McHugh, Executive Vice President and Chief Financial Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code (filed herewith)