

RR Donnelley & Sons Co
Form 8-K
June 01, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 06/01/2011

R. R. DONNELLEY & SONS COMPANY

(Exact name of registrant as specified in its charter)

Commission File Number: 1-4694

DE
(State or other jurisdiction
of incorporation)

111 S. Wacker Dr., Chicago, IL 60606

361004130
(IRS Employer
Identification No.)

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(Address of principal executive offices, including zip code)

312-326-8000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 9.01 Financial Statements and Exhibits

Exhibits are filed herewith in connection with the issuance of \$600,000,000 aggregate principal amount of 7.25% Notes due 2018 by R.R. Donnelley & Sons Company (the Company) on June 1, 2011, pursuant to the Company's automatic shelf registration statement on Form S-3 (File No. 333-162931) (the Registration Statement).

(d) Exhibits.

The following exhibits are incorporated by reference into the Registration Statement as exhibits thereto and are filed as part of this Current Report:

- 1.1 Underwriting Agreement dated May 17, 2011 among R.R. Donnelley & Sons Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC

- 4.1 Fifth Supplemental Indenture dated as of June 1, 2011 between R.R. Donnelley & Sons Company and Wells Fargo Bank, National Association, as Trustee.

- 5.1 Opinion of Sullivan & Cromwell LLP.

- 23.1 Consent of Sullivan & Cromwell LLP (included as part of Exhibit 5.1).

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be filed on its behalf by the undersigned hereunto duly authorized.

R.R. Donnelley & Sons Company

Date: June 1, 2011

By /s/ Suzanne S. Bettman

Name: Suzanne S. Bettman

Title: Executive Vice President, General

Counsel