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ADVO INC Form 8-K November 10, 2004

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

November 5, 2004
----Date of report (Date of earliest event reported)

ADVO, Inc.
-----(Exact name of registrant as specified in its charter)

Delaware 1-11720 06-0885252

(State or other jurisdiction (Commission (IRS Employer of incorporation or organization) file number) Identification No.)

Registrant's telephone number, including area code: (860) 285-6100

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 (see General Instruction A.2. below):

- [] Written communication 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)).

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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITVE AGREEMENT

On November 5, 2004 the Company and S. Scott Harding ("Harding") agreed to amend the "Air Travel" provision of Harding's Employment Agreement dated October 15, 2004, to reflect a change in the valuation of the air travel to better comport with the Company's valuation procedures. A copy of the amendment is attached as an exhibit to this Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

Exhibit

Description -----

10.1 Amendment No. 1 to Employment Agreement between ADVO, Inc. and S. Scott Harding, dated November 5, 2004.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ADVO, Inc.

Date: November 10, 2004

By /s/ JOHN D. SPERIDAKOS

John D. Speridakos

Vice President & Controller

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EXHIBIT INDEX

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