

RR Donnelley & Sons Co  
Form 8-K  
March 13, 2012

**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): March 13, 2012

**R.R. DONNELLEY & SONS COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-4694**  
(Commission  
File Number)

**36-1004130**  
(IRS Employer  
Identification No.)

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**111 South Wacker Drive**

**Chicago, Illinois**  
(Address of principal executive offices)

**Registrant's Telephone Number, Including Area Code: (312) 326-8000**

**60606**  
(Zip Code)

**Not Applicable**

(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 8.01 Other Events.**

On February 28, 2012, R.R. Donnelley & Sons Company (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters named in Schedule I thereto, with respect to the issuance and sale of \$450,000,000 aggregate principal amount of its 8.25% Notes due 2019 (the Notes). The Notes were registered by the Company under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3 (File No. 333-162931) (the Registration Statement).

The offering of the Notes closed on March 13, 2012. The Notes were issued pursuant to an Indenture, dated as of January 3, 2007, as supplemented by the Sixth Supplemental Indenture, dated as of March 13, 2012 (the Sixth Supplemental Indenture), between the Company and Wells Fargo Bank, National Association, as Trustee. The Underwriting Agreement and the Sixth Supplemental Indenture are filed as exhibits to this Current Report on Form 8-K and shall be incorporated by reference into the Registration Statement and any amendments thereto.

**Item 9.01 Financial Statements and Exhibits**

Exhibits are filed herewith in connection with the issuance of the Notes by the Company on March 13, 2012, pursuant to the Registration Statement.

(d) *Exhibits.*

- Exhibit 1.1 Underwriting Agreement dated February 28, 2012, between R.R. Donnelley & Sons Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters named in Schedule I thereto
- Exhibit 4.1 Sixth Supplemental Indenture, dated as of March 13, 2012, between R.R. Donnelley & Sons Company and Wells Fargo Bank, National Association, as Trustee
- Exhibit 5.1 Opinion of Sullivan & Cromwell LLP as to the validity of the Notes
- Exhibit 23.1 Consent of Sullivan & Cromwell LLP (contained in Exhibit 5.1 hereto)

**SIGNATURES**

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

R. R. DONNELLEY & SONS COMPANY

Date: March 13, 2012

By: */s/* SUZANNE S. BETTMAN  
**Suzanne S. Bettman**  
**Executive Vice President and General Counsel**

**EXHIBIT INDEX**

<b>Exhibit</b>	
<b>Number</b>	<b>Description</b>
Exhibit 1.1	Underwriting Agreement dated February 28, 2012, between R.R. Donnelley & Sons Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters named in Schedule I thereto
Exhibit 4.1	Sixth Supplemental Indenture, dated as of March 13, 2012, between R.R. Donnelley & Sons Company and Wells Fargo Bank, National Association, as Trustee
Exhibit 5.1	Opinion of Sullivan & Cromwell LLP as to the validity of the Notes
Exhibit 23.1	Consent of Sullivan & Cromwell LLP (contained in Exhibit 5.1 hereto)