

DONNELLEY R R & SONS CO  
Form 8-K  
November 10, 2003

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): **November 8, 2003**

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**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.)

**77 West Wacker Drive, Chicago, Illinois**  
(Address of Principal Executive Offices)

**60601**  
(Zip Code)

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

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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**Item 5. Other Events.**

On November 8, 2003, R. R. Donnelley & Sons Company ( Parent ) entered into a Combination Agreement (the Combination Agreement ) with Moore Wallace Incorporated (the Company ) pursuant to which a direct, wholly owned subsidiary of the Parent will acquire all of the outstanding common shares of the Company in exchange for 0.63 of a share of common stock, par value \$1.25 per share, of Parent (including the corresponding percentage of rights to acquire shares of Parent Series A Preferred Stock). The transactions contemplated by the Combination Agreement will be effected through a court-approved plan of arrangement in Canada (the Arrangement ).

Consummation of the Arrangement is subject to various conditions, including approval by the Parent s stockholders and the Company s securityholders and the receipt of all requisite regulatory approvals.

The foregoing description of the Combination Agreement is qualified in its entirety by reference to the full text of such agreement, a copy of which is filed as Exhibit 2.1 hereto and which is incorporated by reference herein.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits:

| <u>Exhibit<br/>Number</u> | <u>Description of Exhibit</u>  |
|---------------------------|--|
| 2.1                       | Combination Agreement, dated as of November 8, 2003, between R. R. Donnelley & Sons Company and Moore Wallace Incorporated |
| 99.1                      | Press Release issued by R. R. Donnelley & Sons Company and Moore Wallace Incorporated dated November 9, 2003               |

**Item 9. Regulation FD Disclosure.**

A copy of the joint press release of Parent and the Company, dated November 9, 2003, announcing the signing of the Combination Agreement is attached to this report as Exhibit 99.1.



**EXHIBIT INDEX**

The following exhibits are filed herewith:

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