

RR Donnelley & Sons Co  
Form 8-K  
January 20, 2009

**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): January 14, 2009

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

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

**1-4694**  
(Commission

**36-1004130**  
(IRS Employer

of incorporation)

File Number)

Identification No.)

**111 South Wacker Drive**

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

**60606**  
(Zip Code)

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

**Not Applicable**

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

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

.. 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)

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- “ 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 January 14, 2009, R.R. Donnelley & Sons Company (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Banc of America Securities LLC, Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., as representatives of the underwriters named in Schedule I thereto, with respect to the issuance and sale of \$400,000,000 aggregate principal amount of its 11.25% 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. 333-139756) (the Registration Statement ).

The offering of the Notes closed on January 20, 2009. The Notes were issued pursuant to an Indenture, dated as of January 3, 2007, as supplemented by the Second Supplemental Indenture, dated as of January 20, 2009 (the Second Supplemental Indenture ), between the Company and Wells Fargo Bank, National Association, as Trustee. The Underwriting Agreement and the Second 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.**

(d) Exhibits.

- Exhibit 1.1 Underwriting Agreement dated January 14, 2009, between R.R. Donnelley & Sons Company and Banc of America Securities LLC, Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., as representatives of the underwriters named in Schedule I thereto.
- Exhibit 4.1 Second Supplemental Indenture, dated as of January 20, 2009, 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: January 20, 2009

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

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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Exhibit 4.1	Second Supplemental Indenture, dated as of January 20, 2009, 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).