

VALASSIS COMMUNICATIONS INC  
Form SC 14D9/A  
January 08, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14D-9**

**(Rule 14d-101)**

**Solicitation/Recommendation Statement**

**Under Section 14(d)(4) of the Securities Exchange Act of 1934**

**Amendment No. 1**

**VALASSIS COMMUNICATIONS, INC.**

**(Name of Subject Company)**

**VALASSIS COMMUNICATIONS, INC.**

**(Name of Persons Filing Statement)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**918866104**

**(CUSIP Number of Class of Securities)**

**Todd L. Wiseley, Esq.**

**Valassis Communications, Inc.**

**19975 Victor Parkway**

**Livonia, Michigan 48152**

**(734) 591-3000**

**(Name, address and telephone numbers of person authorized to receive notice and communications  
on behalf of the persons filing statement)**

*With copies to:*

**Carol Anne Huff, Esq.**

**R. Henry Kleeman, Esq.**

**300 North LaSalle**

**Chicago, Illinois 60654**

**(312) 862-2000**

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 1 ( *Amendment No. 1* ) amends and supplements Item 8 in the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the U.S. Securities and Exchange Commission on January 6, 2014 by Valassis Communications, Inc., a Delaware corporation (as amended and supplemented from time to time, the *Schedule 14D-9* ). The Schedule 14D-9 relates to the tender offer by V Acquisition Sub, a Delaware corporation ( *Merger Sub* ), and subsidiary of Harland Clarke Holdings Corp., a Delaware corporation ( *Parent* ), to purchase all of Valassis Communications, Inc. 's outstanding common stock, par value of \$0.01 per share (the *Shares* ) for \$34.04 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase of Parent and Merger Sub dated January 6, 2014, and in the related Letter of Transmittal, as each may be amended or supplemented from time to time.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to items in this Amendment No. 1. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

***Item 8. Additional Information to be Furnished.***

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by inserting the following paragraph after the second paragraph in the subsection *Antitrust Approvals* under the heading *Regulatory Approvals*. :

On January 7, 2014, the FTC granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, applicable to the Offer.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: January 8, 2014

VALASSIS COMMUNICATIONS, INC.

By: /s/ Todd L. Wiseley

Name: Todd L. Wiseley

Title: General Counsel and Corporate  
Secretary