

RR Donnelley & Sons Co  
Form FWP  
March 07, 2014

Filed pursuant to Rule 433

Registration No. 333-183023

March 6, 2014

*This pricing term sheet relates only to the securities described below and should only be read together with the Preliminary Prospectus Supplement, subject to completion, dated March 6, 2014, relating to these securities and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement. This pricing term sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement. Capitalized terms not defined herein have the meanings assigned to them in the Preliminary Prospectus Supplement.*

#### PRICING TERM SHEET

|                             |  |
|-----------------------------|--|
| Issuer                      | R.R. Donnelley & Sons Company  |
| Title of Security           | 6.00% Notes due 2024   |
| Aggregate Principal Amount  | \$400,000,000.   |
| Transaction Date            | March 6, 2014  |
| Settlement Date             | March 20, 2014 (T+10)  |
| Maturity                    | April 1, 2024  |
| Interest Payment Dates      | October 1 and April 1 of each year, commencing on October 1, 2014  |
| Coupon                      | 6.00%  |
| Yield to Maturity           | 6.00%  |
| Redemption Provision        | Callable at the greater of par or the make-whole (Adjusted Treasury Rate plus 50 basis points)   |
| Price to Public             | 100.00% of the principal amount thereof  |
| Gross Proceeds              | \$400,000,000  |
| CUSIP/ISIN Numbers          | CUSIP: 257867 BB6<br>ISIN: US257867BB61  |
| Joint Book-Running Managers | Merrill Lynch, Pierce, Fenner & Smith<br>Incorporated<br>Citigroup Global Markets Inc.<br>J.P. Morgan Securities LLC<br>Mitsubishi UFJ Securities (USA), Inc.<br>U.S. Bancorp Investments, Inc.<br>Wells Fargo Securities, LLC |
| Co-Managers                 | Fifth Third Securities, Inc.<br>PNC Capital Markets LLC  |

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TD Securities (USA) LLC  
Comerica Securities, Inc.  
Morgan Stanley & Co. LLC

Wedbush Securities Inc.

## **Use of Proceeds**

We expect the net proceeds from this offering of notes to be approximately \$393 million after deducting the underwriting discount and our estimated expenses relating to the offering. We intend to use the net proceeds from this offering, along with borrowings under our revolving credit facility, (1) to partially fund tender offers for up to \$400 million aggregate principal amount of our outstanding notes, including (x) up to \$250 million aggregate principal amount of our 8.250% Notes due 2019, (y) up to \$100 million aggregate principal amount of our 7.250% Notes due 2018 and (z) up to \$50 million aggregate principal amount of our 7.625% Notes due 2020, and (2) to pay premiums in connection with those tender offers. If there are any net proceeds remaining after expiration of the tender offers, we intend to use those proceeds to repay borrowings under our revolving credit facility and for general corporate purposes. Amounts repaid under our revolving credit facility may be reborrowed for general corporate purposes, including the repayment or redemption of other indebtedness.

**Other information (including financial information) presented in the Preliminary Prospectus Supplement is deemed to have changed to the extent affected by the changes described herein.**

**The issuer has filed a registration statement (including a prospectus) with the United States Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling BofA Merrill Lynch toll-free at 1-800-294-1322, Citigroup toll-free at 1-800-831-9146, J.P Morgan (c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, toll-free at 1-866-803-9204), Mitsubishi UFJ Securities toll-free at 1-877-649-6848, U.S. Bancorp toll-free at 1-877-558-2607 or Wells Fargo Securities toll-free at 1-800-326-5897.**

*Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers were automatically generated as a result of this communication being sent via Bloomberg or another email system.*