

RR Donnelley & Sons Co
Form 8-K
August 04, 2017

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): August 4, 2017

R. R. DONNELLEY & SONS COMPANY

(Exact name of Registrant as Specified in Its Charter)

1-4694
(Commission

File Number)

Delaware
(State or Other Jurisdiction

of Incorporation)

36-1004130
(IRS Employer

Identification No.)

35 West Wacker Drive,

60601

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Chicago, Illinois
(Address of Principal Executive Offices)

(Zip Code)

(312) 326-8000

(Registrant's Telephone Number, Including Area 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events

On June 21, 2017, R.R. Donnelley & Sons Company (the Company) completed the previously announced disposition of 6,143,208 shares of common stock, par value \$0.01 per share (the Common Stock), of Donnelley Financial Solutions, Inc. (Donnelley Financial) in a debt-for-equity exchange.

On August 4, 2017, the Company disposed of all of its remaining ownership stake in Donnelley Financial in a second debt-for-equity exchange, pursuant to which the Company exchanged 99,594 shares of Donnelley Financial's Common Stock owned by the Company for certain of the Company's debt obligations held by Citigroup Global Markets Inc. Such debt obligations were cancelled and discharged upon delivery to the Company.

Upon the consummation of the second debt-for-equity exchange, the Company retained no shares of Common Stock.

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 thereunto duly authorized.

R.R. DONNELLEY & SONS COMPANY

By: /s/ Terry D. Peterson
Terry D. Peterson
*Executive Vice President and
Chief Financial Officer*

Date: August 4, 2017