

Edgar Filing: RR Donnelley & Sons Co - Form FWP

RR Donnelley & Sons Co
Form FWP
August 12, 2013

Filed pursuant to Rule 433

Registration No. 333-183023

August 12, 2013

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 August 12, 2013, 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

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|-----------------------------|--|
| Issuer | R.R. Donnelley & Sons Company |
| Title of Security | 7.000% Notes due 2022 |
| Aggregate Principal Amount | \$400,000,000. Note that this is an increase of \$50,000,000 from the contemplated \$350,000,000 contained in the Preliminary Prospectus Supplement. |
| Transaction Date | August 12, 2013 |
| Settlement Date | August 26, 2013 (T+10) |
| Maturity | February 15, 2022 |
| Interest Payment Dates | February 15 and August 15 of each year, commencing on February 15, 2014 |
| Coupon | 7.000% |
| Yield to Maturity | 7.000% |
| Redemption Provision | Callable at the greater of par or the make-whole (Adjusted Treasury Rate plus 50 basis points) |
| Price to Public | 100.000% of the principal amount thereof |
| Gross Proceeds | \$400,000,000 |
| CUSIP/ISIN Numbers | CUSIP: 257867 AZ4 ISIN: US257867AZ49 |
| Joint Book-Running Managers | Merrill Lynch, Pierce, Fenner & Smith Incorporated Citigroup Global Markets Inc. J.P. Morgan Securities LLC U.S. Bancorp Investments, Inc. |
| Co-Managers | Mitsubishi UFJ Securities (USA), Inc. Wells Fargo Securities, LLC Fifth Third Securities, Inc. |

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PNC Capital Markets LLC

TD Securities (USA) LLC

Morgan Stanley & Co. LLC

Comerica Securities, Inc.

Wedbush Securities Inc.

(Associated Investment Services, Inc. (AIS), a Financial Industry Regulatory Authority member, a subsidiary of Associated Banc-Corp, is being paid a referral fee by 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 debt securities, including up to \$100 million aggregate principal amount of our 5.500% Notes due 2015; up to \$100 million aggregate principal amount of our 6.125% Notes due 2017; and up to \$200 million aggregate principal amount of our 7.250% Notes due 2018, 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. 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 toll-free at 1-800-245-8812 or US Bancorp toll-free at 1-877-558-2607.

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