

DONNELLEY R R & SONS CO
Form 8-K
January 06, 2005

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 3, 2005

R. R. DONNELLEY & SONS COMPANY

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction

1-4694
(Commission File Number)

36-1004130
(IRS Employer Identification No.)

of Incorporation)
77 West Wacker Drive,

Chicago, Illinois
(Address of Principal Executive Offices)

60601
(Zip Code)

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

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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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 (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)
 - 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))
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Item 1.01 *Entry Into a Material Definitive Agreement*

On January 3, 2005, R.R. Donnelley & Sons Company (the Company) entered into a Purchase and Sale Agreement with Greenwich Street Capital Partners II, L.P., Greenwich Street Employees Fund, L.P., Greenwich Fund, L.P., GSCP Offshore Fund, L.P. and TRV Executive Fund, L.P. (collectively, the GSC Entities) pursuant to which the Company agreed to purchase 5,964,804 shares of common stock, par value \$1.25 per share (the Shares), of the Company from the GSC Entities for an aggregate price of approximately \$200 million. The Purchase and Sale Agreement contemplates that the purchase of the Shares will be consummated on January 6, 2005.

The GSC Entities are affiliated with Alfred C. Eckert III and Robert F. Cummings, Jr., each of whom is a director of the Company.

A copy of the Purchase Agreement is filed as an Exhibit to this Form 8-K.

Item 9.01 *Financial Statements and Exhibits*

(c) Exhibits.

1.01 Underwriting Agreement, dated January 3, 2005, among R.R. Donnelley & Sons Company, Greenwich Street Capital Partners II, L.P., Greenwich Street Employees Fund, L.P., Greenwich Fund, L.P., GSCP Offshore Fund, L.P. and TRV Executive Fund, L.P. and Goldman, Sachs & Co.

10.24 Purchase and Sale Agreement, dated January 3, 2005, between R.R. Donnelley & Sons Company and Greenwich Street Capital Partners II, L.P., Greenwich Street Employees Fund, L.P., Greenwich Fund, L.P., GSCP Offshore Fund, L.P. and TRV Executive Fund, L.P.

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

Date: January 6, 2005

/s/ SUZANNE S. BETTMAN

By: _____

Suzanne S. Bettman

Senior Vice President, General Counsel & Assistant Secretary