

RR Donnelley & Sons Co
Form 10-K/A
May 06, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 2)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

OR

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-4694

R. R. DONNELLEY & SONS COMPANY

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

36-1004130
(I.R.S. Employer
Identification No.)

111 South Wacker Drive,

Chicago, Illinois
(Address of principal executive offices)

60606
(ZIP Code)

Registrant's telephone number (312) 326-8000

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class
Common Stock (Par Value \$1.25)

Name of each exchange on which registered
New York and Chicago Stock Exchanges

Indicated by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

| | | | |
|---|--|--|--|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
| (Do not check if a smaller reporting company) | | | |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the shares of common stock (based on the closing price of these shares on the New York Stock Exchange Composite Transactions) on June 29, 2007, the last business day of the registrant's most recently completed second fiscal quarter, held by nonaffiliates was \$9,576,608,172.

As of February 20, 2008, 214,860,181 shares of common stock were outstanding.

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Documents Incorporated By Reference

Portions of the Registrant's proxy statement related to its annual meeting of stockholders scheduled to be held on May 28, 2008 are incorporated by reference into Part III of this Form 10-K.

EXPLANATORY NOTE

This Amendment on Form 10-K/A (Amendment No. 2) constitutes Amendment No. 2 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, which was originally filed with the Securities and Exchange Commission (the SEC) on February 27, 2008, and amends the registrant's Amendment No. 1 on Form 10-K/A, filed with the SEC on May 6, 2008 (Amendment No. 1).

Amendment No. 2 is being filed solely for the purpose of correcting an inadvertent typographical error that resulted in the omission of the appropriate conformed signature of Deloitte & Touche LLP on the Consent of Independent Registered Public Accounting Firm filed as Exhibit 23.1 to Amendment No. 1.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, new certifications of our principal executive officer and principal financial officer are being filed as exhibits to this Amendment No. 2. All other information included in Amendment No. 1 has not been amended. Except for the matter described above, this amendment does not change any previously reported financial results, modify or update disclosures in the Form 10-K, or reflect events occurring after the date of the filing of the Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on the 6th day of May 2008.

R.R. DONNELLEY & SONS COMPANY

By: /s/ MILES W. MCHUGH
Miles W. McHugh
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)