

RR Donnelley & Sons Co
Form 8-K
May 20, 2016

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): 05/19/2016

R. R. DONNELLEY & SONS COMPANY

(Exact name of registrant as specified in its charter)

Commission File Number: 1-4694

DE
(State or other jurisdiction

of incorporation)

361004130
(IRS Employer

Identification No.)

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35 W. Wacker Dr., Chicago, IL 60601

(Address of principal executive offices, including zip code)

312-326-8000

(Registrant's telephone number, including area code)

(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))**

Item 5.07.Submission of Matters to a Vote of Security Holders.

(a) The Company held its Annual Meeting of Stockholders on May 19, 2016.

(b) The following matters were voted upon at the Annual Meeting of Stockholders.

1. The election of the nominees for Directors was voted on by the Stockholders. The nominees, all of whom were elected, were Thomas J. Quinlan III, Susan M. Cameron, Richard L. Crandall, Susan M. Gianinno, Judith H. Hamilton, Jeffrey M. Katz, Richard K. Palmer, John C. Pope, Michael T. Riordan and Oliver R. Sockwell. The Inspectors of Election certified the following vote tabulations:

| | FOR | AGAINST | ABSTAIN | NON-VOTES | UNCAST |
|-----------------------|-------------|----------------|----------------|------------------|---------------|
| THOMAS J. QUINLAN III | 165,337,966 | 1,287,467 | 385,177 | 29,159,120 | 0 |
| SUSAN M. CAMERON | 158,084,947 | 8,536,615 | 389,048 | 29,159,120 | 0 |
| RICHARD L. CRANDALL | 165,378,874 | 1,222,468 | 409,268 | 29,159,120 | 0 |
| SUSAN M. GIANINNO | 165,471,413 | 1,136,754 | 402,443 | 29,159,120 | 0 |
| JUDITH H. HAMILTON | 163,975,316 | 2,609,100 | 426,194 | 29,159,120 | 0 |
| JEFFREY M. KATZ | 165,462,221 | 1,096,923 | 451,466 | 29,159,120 | 0 |
| RICHARD K. PALMER | 165,481,351 | 1,083,783 | 445,476 | 29,159,120 | 0 |
| JOHN C. POPE | 163,720,229 | 2,854,763 | 435,618 | 29,159,120 | 0 |
| MICHAEL T. RIORDAN | 165,020,758 | 1,567,466 | 422,386 | 29,159,120 | 0 |
| OLIVER R. SOCKWELL | 164,008,777 | 2,575,666 | 426,167 | 29,159,120 | 0 |

2. The Stockholders voted to approve the advisory resolution on executive compensation. The Inspectors of Election certified the following vote tabulation:

| FOR | AGAINST | ABSTAIN | NON-VOTES | UNCAST |
|-------------|----------------|----------------|------------------|---------------|
| 159,194,643 | 7,020,701 | 795,266 | 29,159,120 | 0 |

3. The Stockholders voted to ratify the Audit Committee's appointment of Deloitte & Touche LLP as the independent registered public accounting firm to audit the financial statements of the Company for fiscal year 2016. The Inspectors of Election certified the following vote tabulation:

| FOR | AGAINST | ABSTAIN | NON-VOTES | UNCAST |
|-------------|----------------|----------------|------------------|---------------|
| 193,729,941 | 1,746,275 | 693,514 | 0 | 0 |

4. The Stockholders voted to approve amendment of the Company's Restated Certificate of Incorporation to change the par value of the common stock. The Inspectors of Election certified the following vote tabulation:

| FOR | AGAINST | ABSTAIN | NON-VOTES | UNCAST |
|-------------|----------------|----------------|------------------|---------------|
| 190,722,531 | 3,981,909 | 1,465,290 | 0 | 0 |

5. The Stockholders voted to authorize the Board of Directors to effect, in its discretion, a reverse stock split of the outstanding and treasury common stock and a concurrent decrease in the number of shares of the Company's common stock and approve corresponding amendments to the Company's Restated Certificate of Incorporation. The Inspectors of Election certified the following vote tabulation:

| FOR | AGAINST | ABSTAIN | NON-VOTES | UNCAST |
|-------------|----------------|----------------|------------------|---------------|
| 189,445,789 | 5,292,456 | 1,431,485 | 0 | 0 |

6. The Stockholders voted to approve amendment, in the discretion of the Board of Directors, of the Company's Restated Certificate of Incorporation to revise the provision fixing the size of the Board. The Inspectors of Election certified the following vote tabulation:

| FOR | AGAINST | ABSTAIN | NON-VOTES | UNCAST |
|-------------|----------------|----------------|------------------|---------------|
| 190,455,567 | 4,015,167 | 1,698,996 | 0 | 0 |

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 hereunto duly authorized.

R. R. DONNELLEY & SONS COMPANY

Date: May 20, 2016

By: /s/ Suzanne S. Bettman
Suzanne S. Bettman
Executive Vice President,

General Counsel