

RR Donnelley & Sons Co
 Form 3
 October 03, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Carroll Thomas M III | | (Month/Day/Year) | RR Donnelley & Sons Co [RRD] | |
| (Last) | (First) | (Middle) | 10/01/2016 | |
| C/O R. R. DONNELLEY & SONS COMPANY,Â 35 WEST WACKER DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO,Â ILÂ 60601 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | Chief Administrative Officer | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 7,126 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | | | | | |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carroll Thomas M III C/O R. R. DONNELLEY & SONS COMPANY 35 WEST WACKER DRIVE CHICAGO, IL 60601 | Â | Â | Â Chief Administrative Officer | Â |

Signatures

/s/ Deborah L. Steiner, Deborah L. Steiner, Attorney-In-Fact for Thomas M. Carroll III 10/01/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects one for three reverse stock split that was effective on October 1, 2016.
Does not include restricted stock units, which are reflected as beneficially-owned and reported as shares of common stock. The number of restricted stock units has not yet been determined, as restricted stock units and performance share units over R. R. Donnelley & Sons Company ("RRD") common stock outstanding prior to October 1, 2016 will be adjusted (a) to give effect to the reverse stock split described in note 1 above, and (b) to give effect to the distribution by RRD of 80.75% of the common stock of LSC Communications, Inc. ("LSC") and Donnelley Financial Solutions, Inc. ("Donnelley Financial"), which occurred on October 1, 2016 (collectively, the "Spinoffs").

(Continued from Footnote 2) The number of restricted stock units over RRD common stock will be determined after the date hereof pursuant to, with respect to the Spinoffs, an equitable adjustment in the Separation and Distribution Agreement, dated as of September 14, 2016, by and among RRD, LSC and Donnelley Financial and, with respect to the reverse stock split, pursuant to the RRD 2012 Performance Incentive Plan. The Reporting Person will amend this Form 3 when such information is available.

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Remarks:

Thomas M. Carroll III became Chief Administrative Officer of R. R. Donnelley & Sons Company

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.