

RR Donnelley & Sons Co
Form 4/A
October 18, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carroll Thomas M III

(Last) (First) (Middle)

C/O R. R. DONNELLEY & SONS
COMPANY, 35 WEST WACKER
DRIVE

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RR Donnelley & Sons Co [RRD]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/04/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2016		A	20,642 (1) (2)	A \$ 0 68,975 (1) (2)	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: RR Donnelley & Sons Co - Form 4/A

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

See Remarks

Signatures

/s/ Deborah L. Steiner, Deborah L. Steiner, Attorney-in-Fact for Thomas M.
Carroll III

10/18/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Reporting Person is filing an amendment to his Form 4, which was filed on October 4, 2016, in order to update the number of securities acquired and the amount of securities beneficially owned following the Reported Transaction. On October 1, 2016, Thomas M. Carroll III (1) was awarded restricted stock units ("RSUs") with a value of \$450,000, pursuant to the R. R. Donnelley & Sons Company Non-Employee Director Compensation Plan. Such grant represents 20,642 RSUs calculated based on the ten trading day volume weighted average price of R. R. Donnelley & Sons Company ("RRD") common stock following the date of grant.

(Continued from Footnote 1) Mr. Carroll's RSUs will vest ratably in three equal installments on the first three anniversaries of the date of grant, subject to Mr. Carroll's continued employment with RRD. Mr. Carroll's beneficial ownership of securities also reflects 7,126 shares (2) of common stock owned prior to the grant of RSUs as well as 41,207 RSUs held prior to the date of the Reported Transaction (after giving effect to the one for three reverse stock split that was effective on October 1, 2016 and the distribution by RRD of 80.75% of the common stock of LSC Communications, Inc. and Donnelley Financial Solutions, Inc., which occurred on October 1, 2016.)

Remarks:

Executive Vice President and Chief Administrative Officer

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.