

RR Donnelley & Sons Co
Form 8-K
February 25, 2010

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): February 23, 2010

R. R. DONNELLEY & SONS COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-4694
(Commission
File Number)

36-1004130
(IRS Employer
Identification No.)

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111 South Wacker Drive

Chicago, Illinois
(Address of principal executive offices)

60606
(Zip Code)

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

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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))

Item 1.01 Entry into a Material Definitive Agreement.

On February 23, 2010, R.R. Donnelley & Sons Company, a Delaware corporation (R.R. Donnelley), entered into an Agreement and Plan of Merger (the Merger Agreement) with Bowne & Co., Inc., a Delaware corporation (the Company), and Snoopy Acquisition, Inc., a Delaware corporation and a wholly owned subsidiary of R.R. Donnelley (Merger Sub).

Pursuant to the Merger Agreement, subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, Merger Sub will merge with and into the Company (the Merger), with the Company as the surviving corporation in the Merger. Pursuant to the Merger Agreement, each share of common stock of the Company, par value \$0.01 per share, issued and outstanding immediately prior to the consummation of the Merger (other than shares owned by R.R. Donnelley, Merger Sub or R.R. Donnelley's subsidiaries or the Company or its subsidiaries and by stockholders who have perfected and not withdrawn a demand for appraisal rights under Delaware law) will be converted into the right to receive an amount in cash equal to \$11.50 per share.

R.R. Donnelley and the Company have made customary representations, warranties and covenants in the Merger Agreement, including covenants regarding operation of the business of the Company and its subsidiaries prior to the closing and a customary no shop covenant prohibiting the Company from soliciting, or providing non-public information or entering into discussions or negotiations concerning, proposals relating to alternative business combination transactions. In addition, R.R. Donnelley and the Company have agreed to use reasonable best efforts to obtain required or, in either of their reasonable opinion, advisable regulatory approvals.

Consummation of the Merger is subject to customary conditions, including (i) approval of the Merger by the Company's stockholders, (ii) absence of any law or order prohibiting the closing, (iii) expiration or termination of the Hart-Scott-Rodino waiting period and certain other regulatory approvals and (iv) the absence of any material adverse effect on the business and operations of the Company.

The Merger Agreement may be terminated by each of R.R. Donnelley and the Company under certain circumstances, including if the Merger is not consummated by October 23, 2010 (which date can be extended to January 23, 2011 to obtain regulatory approval). The Merger Agreement contains certain termination rights for both R.R. Donnelley and the Company, and further provides that, upon termination of the Merger Agreement under specified circumstances, R.R. Donnelley will be obligated to pay the Company a termination fee of \$20.0 million plus up to \$2.5 million of legal expenses, and the Company will be obligated to pay R.R. Donnelley a termination fee of \$14.5 million.

The foregoing description of the Merger and the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is filed as Exhibit 2.1 hereto, and is incorporated into this Current Report by reference.

Item 9.01 *Financial Statements and Exhibits.*

(c) *Exhibits.*

Exhibit 2.1 Agreement and Plan of Merger among Bowne & Co., Inc., R.R. Donnelley & Sons Company and Snoopy Acquisition, Inc., dated as of February 23, 2010

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.

Date: February 24, 2010

R. R. DONNELLEY & SONS COMPANY

By: /s/ Suzanne S. Bettman
Suzanne S. Bettman
Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
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