

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

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Knotts Daniel L.

(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
 Officer (give title below) Other (specify below)
CEO and President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	or (D)	Price
Common Stock	10/01/2016		A		108,947 (1)	A	\$ 0
					344,698	(2) (3)	D

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

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(9-02)

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

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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. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knotts Daniel L. C/O R. R. DONNELLEY & SONS COMPANY 35 WEST WACKER DRIVE CHICAGO, IL 60601	X		CEO and President	

Signatures

/s/ Deborah L. Steiner, Deborah L. Steiner, Attorney-in-Fact for Daniel L. Knotts 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).

(1) 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, Daniel L. Knotts was awarded restricted stock units ("RSUs") with a value of \$2,375,000. Such grant represents 108,947 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. Mr. Knotts' RSUs will vest ratably in three equal installments on the first three anniversaries of the date of grant, subject to Mr. Knotts' continued employment with RRD.

(2) Reflects impact of 1-for-3 reverse stock split by RRD, which was effective on October 1, 2016. Includes 83,382 shares of common stock held individually, 400 shares held jointly with spouse, 45 shares held in dividend reinvestment plan, as well as 151,924 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. ("LSC") and Donnelley Financial Solutions, Inc. ("DFS"), which occurred on October 1, 2016.).

(3) This amount does not reflect 358,500 options over RRD common stock 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 and DFS, which occurred on October 1, 2016.)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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