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VALASSIS COMMUNICATIONS INC

Form 8-K

January 21, 2005

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): January 14, 2005

VALASSIS COMMUNICATIONS, INC.

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

1-10991

38-2760940

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

19975 VICTOR PARKWAY, LIVONIA, MI

48152

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

(734) 591-3000

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Registrant's Telephone Number, Including Area Code

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))

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ITEMS TO BE INCLUDED IN THIS REPORT

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On January 14, 2005, the Registrant and Richard P. Herpich entered into an amendment to his employment agreement extending his employment term from December 31, 2005 until December 31, 2007.

SIGNATURE

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.

VALASSIS COMMUNICATIONS, INC.

By: /s/ Barry P. Hoffman

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Name: Barry P. Hoffman  
Title: Executive Vice President and  
General Counsel

Date: January 20, 2005