

RR Donnelley & Sons Co
 Form 424B5
 March 07, 2014
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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price per Unit	Maximum	Amount of Registration Fee (1)
			Aggregate Offering Price	
6.00% Notes due 2024	\$400,000,000	100%	\$400,000,000	\$51,520

(1) Calculated in accordance with Rule 457(o) and (r) under the Securities Act of 1933, as amended.

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Filed Pursuant to Rule 424(b)(5)
 Registration No. 333-183023

PROSPECTUS SUPPLEMENT

(To prospectus dated August 2, 2012)

\$400,000,000

R.R. DONNELLEY & SONS COMPANY

6.00% Notes due 2024

RR Donnelley is offering \$400 million aggregate principal amount of its 6.00% notes due 2024. Interest on the notes will be paid semi-annually in arrears on April 1 and October 1 of each year, beginning on October 1, 2014. The notes will mature on April 1, 2024. We may redeem the notes at any time and from time to time, in whole or in part, at a redemption price as described in this prospectus supplement in the section entitled "Description of the Notes - Optional Redemption."

The notes will be general unsecured senior obligations of RR Donnelley and will rank equally in right of payment with all of our other unsecured senior indebtedness from time to time outstanding and senior in right of payment to all our indebtedness from time to time outstanding that is expressly subordinated in right of payment to the notes. Our credit facility is secured by certain of our assets and guaranteed by certain of our subsidiaries. The notes will be structurally subordinated to the indebtedness of our subsidiaries, which will not guarantee the notes.

Investing in the notes involves risks. See Risk Factors beginning on page 9 of our Annual Report on Form 10-K for the year ended December 31, 2013, as amended, and page S-15 of this prospectus supplement.

	Per Note	Total
Public offering price(1)	100%	\$ 400,000,000
Underwriting discounts and commissions	1.47%	\$ 5,880,000
Proceeds to RR Donnelley, before expenses(1)	98.53%	\$ 394,120,000

(1) Plus accrued interest, if any, from March 20, 2014, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or determined if this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, societe anoyme, and Euroclear Bank S.A./N.V., as operator of the Euroclear System, against payment in New York, New York on or about March 20, 2014.

Joint Book-Running Managers

BofA Merrill Lynch

Citigroup

J.P. Morgan

Mitsubishi UFJ Securities

US Bancorp

Wells Fargo Securities

Co-Managers

Fifth Third Securities

PNC Capital Markets LLC

TD Securities

Comerica Securities

Morgan Stanley

Wedbush Securities Inc.

The date of this prospectus supplement is March 6, 2014.

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We are responsible only for the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, we take no responsibility for any such information. We are not, and the underwriters are not, making an offer to sell these notes in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate as of the date on the front of this prospectus supplement only. Our business, financial condition, results of operations and prospects may have changed since that date.

In this prospectus supplement, unless otherwise indicated or the context otherwise requires, the terms RR Donnelley, we, us, Company and our refer to R.R. Donnelley & Sons Company and its subsidiaries.

Our name, logo and other trademarks mentioned in this prospectus supplement are the property of their respective owners.

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WHERE YOU CAN FIND MORE INFORMATION

Available Information

RR Donnelley is subject to the informational requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and in accordance therewith files annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC, on a regular basis. You may read and copy this information or obtain copies of this information by mail from the SEC's public reference room, 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Further information on the operation of the SEC's public reference room in Washington, D.C. can be obtained by calling the SEC at 1-800-SEC-0330.

The SEC also maintains a web site that contains reports, proxy statements and other information about issuers, like RR Donnelley, who file electronically with the SEC. The address of that site is <http://www.sec.gov>. RR Donnelley's SEC filings are also available from our web site at <http://www.rrdonnelley.com>. Information on our web site is not part of this prospectus supplement or the accompanying prospectus.

We have filed with the SEC a registration statement on Form S-3 relating to the notes covered by this prospectus supplement. The accompanying prospectus is part of the registration statement and does not contain all of the information in the registration statement. Whenever a reference is made in this prospectus supplement or the accompanying prospectus to a contract or other document of ours, please be aware that the reference is only a summary and that you should refer to the exhibits that are part of the registration statement for a copy of the contract or other document. You may review a copy of the registration statement at the SEC's public reference room in Washington, D.C., as well as through the SEC's web site.

Documents Incorporated by Reference

We have incorporated by reference in this prospectus supplement and the accompanying prospectus certain documents that we file with the SEC. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. This information incorporated by reference is a part of this prospectus supplement and the accompanying prospectus, unless we provide you with different information in this prospectus supplement or the accompanying prospectus or the information is modified or superseded by a subsequently filed document. Any information referred to in this way is considered part of this prospectus supplement and the accompanying prospectus from the date we file that document.

Any reports filed by us pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus supplement and before the completion of the offering of the notes will be deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus and will automatically update, where applicable, and supersede any information contained in this prospectus supplement or the accompanying prospectus or incorporated by reference into this prospectus supplement and the accompanying prospectus.

This prospectus supplement and the accompanying prospectus incorporate the documents listed below that we have previously filed with the SEC (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules). They contain important information about us, our business and our financial condition.

RR Donnelley SEC Filings	Period or Date Filed
Annual Report on Form 10-K filed on February 26, 2014, as amended by Form 10-K/A filed on February 27, 2014 (our Annual Report on Form 10-K)	Year ended December 31, 2013
Definitive Proxy Statement on Schedule 14A	Filed on April 15, 2013
Current Report on Form 8-K	Filed on January 31, 2014

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You can obtain any of the documents incorporated by reference in this prospectus supplement and the accompanying prospectus from us or from the SEC through the SEC's web site at the address described above. Documents incorporated by reference are available from us without charge, excluding any exhibits to those documents unless we specifically incorporated by reference the exhibit in this prospectus supplement and the accompanying prospectus. You can obtain these documents from us by requesting them in writing or by telephone at the following address or number:

R.R. Donnelley & Sons Company

111 South Wacker Drive

Chicago, Illinois 60606

Telephone: (866) 425-8272

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and portions of the documents incorporated by reference herein and therein contain forward-looking statements that are subject to risks and uncertainties. These statements are based on our beliefs and assumptions. Generally, forward-looking statements include information concerning possible or assumed future actions, events, or results of operations of the Company. These statements may include, or be preceded or followed by, the words may, will, should, might, could, would, potential, possible, expect, anticipate, intend, plan, estimate, hope, or similar expressions. We claim the protections of the Safe Harbor for Forward-Looking statements contained in the Private Securities Litigation Reform Act of 1995 for all forward-looking statements. Forward-looking statements are not guarantees of future performance. The following important factors, without limitation, affect our future results and could cause those results or other outcomes to differ materially from those expressed or implied in our forward-looking statements:

the volatility and disruption of the capital and credit markets, and adverse changes in the global economy;

successful execution of acquisitions and negotiation of future acquisitions;

our ability to integrate operations of acquisitions successfully and achieve enhanced earnings or effect cost savings, including the acquisition of Consolidated Graphics and proposed acquisition of Esselte;

the ability to implement comprehensive plans for the integration of sales forces, cost containment, asset rationalization, systems integration and other key strategies;

the ability to divest non-core businesses;

future growth rates in our core businesses;

competitive pressures in all markets in which we operate;

our ability to access debt and the capital markets and the ability of our counterparties to perform their contractual obligations under our lending and insurance agreements;

changes in technology, including electronic substitution and migration of paper based documents to digital data formats;

factors that affect customer demand, including changes in postal rates, postal regulations and service levels, changes in the capital markets, changes in advertising markets, customers' budgetary constraints and changes in customers' short-range and long-range plans;

the ability to gain customer acceptance of our new products and technologies;

the ability to secure and defend intellectual property rights and, when appropriate, license required technology;

customer expectations and financial strength;

performance issues with key suppliers;

changes in the availability or costs of key materials (such as ink, paper and fuel) or in prices received for the sale of by-products;

changes in ratings of our debt securities;

the ability to comply with covenants under our credit agreement and indentures governing our debt securities;

the ability to generate cash flow or obtain financing to fund growth;

the effect of inflation, changes in currency exchange rates and changes in interest rates;

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the effect of changes in laws and regulations, including changes in accounting standards, trade, tax, environmental compliance (including the emission of greenhouse gases and other air pollution controls), health and welfare benefits (including the Patient Protection and Affordable Care Act, as modified by the Health Care and Education Reconciliation Act, and further healthcare reform initiatives), price controls and other regulatory matters and the cost, which could be substantial, of complying with these laws and regulations;

contingencies related to actual or alleged environmental contamination;

the retention of existing, and continued attraction of additional customers and key employees;

the effect of a material breach of security of any of our systems;

the failure to properly use and protect customer information and data;

the effect of labor disruptions or shortages;

the effect of economic and political conditions on a regional, national or international basis;

the effect of economic weakness and constrained advertising;