

DEX MEDIA INC  
Form DEFA14A  
October 04, 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): October 3, 2005**

**Dex Media, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

001-32249  
(Commission File Number)

14-1855759  
(IRS Employer  
Identification No.)

198 Inverness Drive West, Englewood, Colorado  
(Address of principal executive offices)

80112  
(Zip Code)

(303) 784-2900

(Registrant's telephone number, including area code)

Not Applicable

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

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 (*see* General Instruction 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))
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**Item 8.01 Other Events**

On October 3, 2005, Dex Media, Inc. ( Dex ) issued a press release announcing that it entered into a definitive merger agreement with R.H. Donnelley Corporation ( RHD ) and Forward Merger Corporation, a wholly owned subsidiary of RHD.

For additional information concerning the foregoing, a copy of the press release dated October 3, 2005 is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release, dated October 3, 2005, issued jointly by Dex Media, Inc. and R.H. Donnelley Corporation. |

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**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.

DEX MEDIA, INC.

Date: October 3, 2005

By: /s/ FRANK M. EICHLER

Name: Frank M. Eichler

Title: Senior Vice President, General  
Counsel

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**EXHIBIT INDEX**

| Exhibit No. | Description   |
|-------------|---|
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