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

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 obligations

may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person \* Pecaric John P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

(Middle)

(Zip)

RR Donnelley & Sons Co [RRD]

(Check all applicable)

C/O R. R. DONNELLEY & SONS

(First)

(Month/Day/Year) 10/01/2016

Director 10% Owner X\_ Officer (give title Other (specify

See Remarks

COMPANY, 35 WEST WACKER **DRIVE** 

(Street)

(State)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Applicable Line)

Filed(Month/Day/Year) 10/04/2016

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

CHICAGO, IL 60601

(City)

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported

Transaction(s) or (Instr. 3 and 4) Price (D)

(A)

Code V Amount

Common 10/01/2016 Stock

21,789 \$0 A A (1)(2)

50,160 (1) (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: RR Donnelley & Sons Co - Form 4/A

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
		Derivative			Securities				(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						,
						4, and 5)						
										Amount		
							Date Exercisable	Expiration Date	Title N	or		
										Number		
										of		
					Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pecaric John P C/O R. R. DONNELLEY & SONS COMPANY 35 WEST WACKER DRIVE CHICAGO, IL 60601

See Remarks

#### **Signatures**

/s/ Deborah L. Steiner, Deborah L. Steiner, Attorney-in-Fact for John Pecaric

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).

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, John Pecaric was

  (1) awarded restricted stock units ("RSUs") with a value of \$475,000, pursuant to the R. R. Donnelley & Sons Company Non-Employee

  Director Compensation Plan. Such grant represents 21,789 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.
  - (Continued from Footnote 1) Mr. Pecaric's RSUs will vest ratably in three equal installments on the first three anniversaries of the date of grant, subject to Mr. Pecaric's continued employment with RRD. Mr. Pecaric's beneficial ownership of securities also reflects 3,790
- shares of common stock owned individually, 365 shares of common stock held jointly with spouse owned prior to the grant of RSUs, as well as 24,216 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. and Donnelley Financial Solutions, Inc., which occurred on October 1, 2016.)

#### **Remarks:**

Executive Vice President, Chief Commercial Officer/President International

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2