

RR Donnelley & Sons Co
Form DEF 14A
April 08, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

R. R. Donnelley & Sons Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form of Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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WHEN:	WHERE	RECORD DATE
Thursday, May 16, 2019	Hotel Arista	The close of business
11 a.m. Central time	2139 City Gate Lane	March 29, 2019
	Naperville, Illinois 60563	

Dear Stockholders:

We are pleased to invite you to the R. R. Donnelley & Sons Company 2019 Annual Meeting of Stockholders.

Items of Business

- Item 1. To elect the nominees identified in this proxy statement to serve as directors until the 2020 Annual Meeting of Stockholders
- Item 2. To approve, on an advisory basis, the compensation of our named executive officers
- Item 3. To approve the Amended and Restated 2017 Performance Incentive Plan
- Item 4. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm
- Item 5. To transact other business as may properly come before the meeting and any adjournments or postponements of the meeting

Stockholders of record as of the close of business on March 29, 2019 are entitled to vote at the 2019 Annual Meeting of Stockholders and any postponement or adjournment thereof. On the record date, there were 70,828,621 shares of common stock of R. R. Donnelley & Sons Company ("RRD" or the "Company") issued and outstanding and entitled to vote at the meeting.

Your vote is important! We strongly encourage you to exercise your right to vote as a stockholder. Please sign, date and return the enclosed proxy card or voting instruction card in the envelope provided. You may also vote by calling

the toll-free number or logging on to the Internet even if you plan to attend the meeting. You may revoke your proxy at any time before it is exercised.

You will find instructions on how to vote on page 52. While most stockholders vote by proxy and do not attend the meeting in person, as long as you were a stockholder at the close of business on March 29, 2019, you are invited to attend the meeting, or to send a representative. Please note that only persons with an admission ticket or evidence of stock ownership, or who are guests of the Company, will be admitted to the meeting.

By Order of the Board of Directors,

Deborah L. Steiner

General Counsel and Corporate Secretary

April 8, 2019

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on May 16, 2019

This proxy statement and our annual report to stockholders are available at www.rrd.com/proxymaterials. On this site, you will be able to access our 2019 Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, and all amendments or supplements to the foregoing materials that are required to be furnished to stockholders.

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1. ELECTION OF DIRECTORS

Each director will serve until the next annual meeting of stockholders and until a successor is elected and qualified, or until such director's earlier resignation, removal, or death.

The composition of the board of directors (Board) represents a wide range of qualifications, experiences, and skills that bring diversity of thought and perspectives. Described below are certain individual qualifications, experiences and skills of our directors that contribute to the Board's effectiveness as a whole.

This proxy statement is issued by RRD in connection with the 2019 Annual Meeting of Stockholders scheduled for May 16, 2019. This proxy statement and accompanying proxy card are first being mailed to stockholders on or about April 8, 2019.

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PROPOSALS: 1. Election of Directors

The names of the nominees, along with their present positions, their principal occupations, their current directorships held with other public corporations, as well as such directorships held during the past five years, their ages, the year first elected as a director and the qualifications, experience, skills and attributes that qualify each director to serve on the Board at this time are set forth below.

Daniel L. Knotts

Daniel L. Knotts has served as a member of our Board since 2016.

Current Directorships:

None

Since October 2016, Mr. Knotts has been the Chief Executive Officer of R.R. Donnelley. Prior to that, Mr. Knotts was the Company's Chief Operating Officer since 2013. He served as Group President from 2008 until 2012 and, from 2007 until 2008, he served as Chief Operating Officer of the Global Print Solutions business. From 1986 until 2007, Mr. Knotts held positions of increasing responsibility at R.R. Donnelley within finance, operations, sales management and business unit leadership at various locations in the United States including serving as Senior Vice President of Operations for the Magazine business, President of the Specialized Publishing Services business and President of the Magazine, Catalog and Retail businesses.

Former Directorships:

None

Age: 54

Qualifications:

Mr. Knotts brings over 30 years of experience in the printing industry. He has served in various operational and leadership capacities throughout the Company and his deep knowledge of the industry and RRD give him unique strategic insights.

Director since: 2016

John C. Pope

John C. Pope is the Chair of our Board. Mr. Pope has been a member of our Board since 2004.

Current Directorships:

The Kraft Heinz Company
Talgo SA

Waste Management, Inc.

Mr. Pope has served as the Chairman of PFI Group, LLC, a private investment company, since 1994. From 1988 until 1994, Mr. Pope served in various capacities at United Airlines and its parent company UAL Corporation, including serving as President, Chief Operating Officer and a director.

Former Directorships:

Con-way, Inc.

Dollar Thrifty Automotive
Group, Inc.

Navistar International
Corporation MotivePower
Industries

Qualifications:

Mr. Pope's experience as chairman and senior executive of various public companies provides financial, strategic and operational leadership experience. He is an audit committee financial expert based on his experience as chief financial officer of a public company as well as his experience as a member and chairman of other public company audit committees. He has considerable corporate governance experience through years of service on other public company boards in a variety of industries.

Age: 70

Director since: 2004

Irene M. Esteves

Irene M. Esteves has served as a member of our Board since 2017.

Current Directorships:

Aramark

KKR Real Estate Finance
Trust Inc.

Ms. Esteves serves as a member of our Human Resources Committee and Audit Committee. Ms. Esteves most recently served as Chief Financial Officer of Time Warner Cable Inc. from July 2011 to May 2013. She previously served as Executive Vice President and Chief Financial Officer of XL Group plc and prior to that position, Ms. Esteves was Senior Vice President and Chief Financial Officer of Regions Financial Corporation.

Spirit AeroSystems Holdings, Inc.

Qualifications:

Ms. Esteves' experience as chief financial officer of multiple companies brings deep financial expertise to the Board. She is an audit committee financial expert based on her experience as chief financial officer and brings deep knowledge of financial reporting, internal controls and procedures and risk management to our Board. Ms. Esteves also has considerable corporate governance experience gained through her years of experience on other public company boards.

Former Directorships:

Level 3 Communications

TW Telecom Inc.

Age: 60

Director since: 2017

**BOARD SKILLS
KEY**

Financial Global Business Governance Leadership Sales & Marketing Strategy

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PROPOSALS: 1. Election of Directors

Susan M. Gianinno

Susan M. Gianinno has served as a member of our Board since 2013. Ms. Gianinno is the Chair of our Corporate Responsibility & Governance Committee.

Current Directorships:

None

Ms. Gianinno previously served as the Chairman of Publicis Worldwide, North America, an advertising agency network, and, in 2017, also became the Chairman of Publicis Academy until 2018. She was the Chairman and CEO of Publicis USA from 2003 to 2014. In addition, from 2014 until 2015,

Former Directorships:

A.T. Cross, Inc.

Ms. Gianinno was an Advanced Leadership Fellow at Harvard University. Prior to joining Publicis, Ms. Gianinno was a member of the Executive Committee of BCom3 Group, Inc., an advertising agency, until 2002, and Chairman and President of D Arcy Masius Benton & Bowles, Inc. from 1998 to 2012.

Age: 70

Qualifications:

Ms. Gianinno's experience as chief executive officer and president of various companies in the advertising industry gives the Board a different perspective regarding the ways in which new media, the internet and e-commerce have affected the advertising industry and the broader strategies of the Company's clients.

Director since: 2013

Timothy R. McLevish

Timothy R. McLevish has been a member of our Board since 2016. Mr. McLevish serves as the Chair of our Audit Committee.

Current Directorships:

Kennametal, Inc.

From 2015 until 2016, Mr. McLevish served as Senior Advisor to the Chief Executive Officer of Walgreens Boots Alliance, Inc., a retail drug store chain. Prior to this, he served as their Executive Vice President and Chief Financial Officer from 2014 until 2015. From 2007 to 2014, Mr. McLevish held various

Former Directorships:

positions with Kraft Foods Group, Inc. and its predecessor company Kraft Foods, Inc., manufacturers and marketers of packaged food products, including

ConAgra Foods, Inc.	<p> serving as Executive Vice President and Chief Financial Officer of Kraft Foods Group from 2012 to 2013, Executive Vice President and advisor to the Chief Executive Officer of Kraft Foods, Inc. from 2011 until 2013 and as Chief Financial Officer of Kraft Foods, Inc. from 2007 to 2011. From 2002 until 2007, Mr. McLevish was the Senior Vice President and Chief Financial Officer of Ingersoll-Rand Company Limited, a diversified industrial company. Mr. McLevish was the Vice President and Chief Financial Officer of Mead Corporation, a manufacturer of wood products, from 1999 to 2002. </p>
Lamb Weston Holdings, Inc.	
URS Corporation	
US Foods, Inc.	

Qualifications:

Age: 64

Mr. McLevish's experience as chief financial officer of multiple multinational companies brings deep financial and global business experience to the Board. He is an audit committee financial expert based on his experience as chief financial officer of public companies and brings deep knowledge of financial reporting, internal controls and procedures and risk management to our Board. Mr. McLevish also has considerable corporate governance experience gained through his years of experience on other public company boards, including serving as the Executive Chairman of the Board of Lamb Weston Holdings, Inc.

Director since: 2016

Jamie Moldafsky

Jamie Moldafsky has been a member of the Board since 2016.

Current Directorships:

None

Ms. Moldafsky has served as the Chief Marketing Officer of Wells Fargo & Company, a global banking and financial services company, since 2011 and Executive Vice President, Sales, Marketing, Strategy & Home Equity from 2005 to 2011. Prior to this, she held various marketing, general management and leadership positions at several companies including Whirlpool Corporation, Charles Schwab Corporation, Applause Enterprises, Inc. and American Express Company.

Former Directorships:

None

Qualifications:

Age: 57

Ms. Moldafsky's extensive sales and marketing experience provides the Board with a combination of operational and strategic insights. Her experience in marketing and digital communications provides leadership and innovative thinking which will further the Company's evolution as a global provider of integrated communications.

Director since: 2016



**BOARD SKILLS
KEY**

Financial Global Business Governance Leadership Sales & Marketing Strategy

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PROPOSALS: 1. Election of Directors

P. Cody Phipps

P. Cody Phipps has been a member of our Board since 2016. Mr. Phipps serves as the Chair of our Human Resources Committee.

Current Directorships:

None

Mr. Phipps previously served as the President, Chief Executive Officer and a member of the board of directors of Owens & Minor, Inc., a medical device and supply company from 2015 to 2018. From 2003 until 2015, Mr. Phipps held various leadership positions at Essendant, Inc. (formerly United Stationers, Inc.), a wholesale distributor of workplace supplies, furniture and equipment, including serving as the President, Chief Executive Officer and member of the board of directors from 2011 to 2015. Previously, he was a Partner at McKinsey & Company, Inc., where he co-founded and led its service strategy and operations initiative, which focused on driving operational improvements in complex service and logistic environments.

Former Directorships:

Owens & Minor, Inc.

Con-Way, Inc.

Essendant, Inc.

Qualifications:

Age: 57

Mr. Phipps' experience as president and chief executive officer of multiple companies helps the Board further the Company's role as a global provider of integrated communications and provides experience in strategic planning and leadership of evolving organizations. His extensive experience as a strategic consultant helps the Board supervise the Company's ongoing drive for operational improvements.

Director since: 2016