

RR Donnelley & Sons Co  
Form 10-K  
February 26, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2013  
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 1-4694

R. R. DONNELLEY & SONS COMPANY

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

36-1004130  
(I.R.S. Employer  
Identification No.)

111 South Wacker Drive, Chicago, Illinois 60606  
(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code—(312) 326-8000

Securities registered pursuant to Section 12(b) of the Act:

Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Title of each	Name of each exchange on which
Class	registered
Common	
Stock (Par	
Value \$1.25)	NASDAQ

Indicated by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the shares of common stock (based on the closing price of these shares on the NASDAQ Stock Exchange—Composite Transactions) on June 28, 2013, the last business day of the registrant's most recently completed second fiscal quarter, held by nonaffiliates was \$2,523,169,267.

As of February 21, 2014, 197,791,436 shares of common stock were outstanding.

#### Documents Incorporated By Reference

Portions of the registrant's proxy statement related to its annual meeting of stockholders scheduled to be held on May 22, 2014 are incorporated by reference into Part III of this Form 10-K.



## TABLE OF CONTENTS

Form 10-K			
Item No.	Name of Item	Page	
<u>Part I</u>			
Item 1.	<u>Business</u>	3	
Item 1A.	<u>Risk Factors</u>	9	
Item 1B.	<u>Unresolved Staff</u>		
	<u>Comments</u>	13	
Item 2.	<u>Properties</u>	13	
Item 3.	<u>Legal Proceedings</u>	13	
Item 4.	<u>Mine Safety Disclosures</u>	13	
	<u>Executive Officers of R.R. Donnelley &amp; Sons Company</u>		
<u>Part II</u>			
Item 5.	<u>Market for R.R. Donnelley &amp; Sons Company's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	15	
Item 6.	<u>Selected Financial Data</u>	17	
Item 7.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	18	
Item 7A.	<u>Quantitative and Qualitative Disclosures</u>	50	

	<u>about Market Risk</u>	
Item 8.	<u>Financial Statements and Supplementary Data</u>	50
Item 9.	<u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	51
Item 9A.	<u>Controls and Procedures</u>	51
Item 9B.	<u>Other Information</u>	53

Part III

Item 10.	<u>Directors and Executive Officers of R.R. Donnelley &amp; Sons Company and Corporate Governance</u>	54
Item 11.	<u>Executive Compensation</u>	54
Item 12.	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	54
Item 13.	<u>Certain Relationships and Related Transactions, and Director Independence</u>	54
Item 14.	<u>Principal Accounting Fees and Services</u>	55

Part IV

Item 15.	<u>Exhibits,</u>	
	<u>Financial</u>	
	<u>Statement</u>	
	<u>Schedules</u>	56
	<u>Signatures</u>	57

PART I

ITEM 1. BUSINESS

Company Overview

R.R. Donnelley & Sons Company (“RR Donnelley,” the “Company,” “we,” “us,” and “our”), a Delaware corporation, helps organizations communicate more effectively by working to create, manage, produce, distribute and process content on behalf of our customers. The Company assists customers in developing and executing multichannel communication strategies that engage audiences, reduce costs, drive revenues and increase compliance. R.R. Donnelley’s innovative technologies enhance digital and print communications to deliver integrated messages across multiple media to highly targeted audiences at optimal times for clients in virtually every private and public sector. Strategically located operations provide local service and responsiveness while leveraging the economic, geographic and technological advantages of a global organization.

Business Acquisitions and Dispositions

On January 31, 2014, the Company acquired Consolidated Graphics, Inc. (“Consolidated Graphics”), a provider of digital and commercial printing, fulfillment services, print management and proprietary Internet-based technology solutions, with operations in North America, Europe and Asia. The purchase price for Consolidated Graphics was \$359.9 million in cash and 16.0 million shares of RR Donnelley common stock, or a total transaction value of \$660.6 million based on the Company’s closing share price on January 30, 2014, plus the assumption of Consolidated Graphics’ net debt. Immediately following the acquisition, the Company repaid the debt assumed. Consolidated Graphics’ operations will be included in the Variable Print segment.

On January 6, 2014, the Company announced that it had entered into a definitive agreement to acquire substantially all of the North American operations of Esselte Corporation (“Esselte”). The purchase price includes a combination of cash and up to 1.0 million shares of RR Donnelley common stock for a total transaction value of approximately \$96.5 million. Esselte is a developer and manufacturer of nationally branded and private label office and stationery products. The completion of the transaction is subject to customary closing conditions. Esselte’s operations will be included in the Variable Print segment.

During the fourth quarter of 2013, the Company sold the assets and liabilities of R.R. Donnelley SAS (“MRM France”), its direct mail business located in Cosne sur Loire, France, for a loss of \$17.9 million, which included cash incentive payments due to the purchaser of \$18.8 million, of which \$12.0 million was paid as of December 31, 2013. The operations of the MRM France business were included in the International segment.

On December 28, 2012, the Company acquired Presort Solutions (“Presort”), a provider of mail presorting services to businesses in various industries. Presort’s operations are included in the Strategic Services segment.

On December 17, 2012, the Company acquired Meisel Photographic Corporation (“Meisel”), a provider of custom designed visual graphics products to the retail market. Meisel’s operations are included in the Variable Print segment.

On September 6, 2012, the Company acquired Express Postal Options International (“XPO”), a provider of international outbound mailing services to pharmaceutical, e-commerce, financial services, information technology, catalog, direct mail and other businesses. XPO’s operations are included in the Strategic Services segment.

On August 14, 2012, the Company acquired EDGAR Online, a leading provider of disclosure management services, financial data and enterprise risk analytics software and solutions. EDGAR Online’s operations are included in the

Strategic Services segment.

On November 21, 2011, the Company acquired StratusGroup, Inc. (“Stratus”), a full service manufacturer of custom pressure sensitive label and paperboard packaging products for health and beauty, food, beverage and other segments. Stratus’ operations are included in the Variable Print segment.

On September 6, 2011, the Company acquired Genesis Packaging & Design Inc. (“Genesis”), a full service provider of custom packaging, including designing, printing, die cutting, finishing and assembling. Genesis’ operations are included in the Variable Print segment.

On August 16, 2011, the Company acquired LibreDigital, Inc. (“LibreDigital”), a leading provider of digital content distribution, e-reading software, content conversion, data analytics and business intelligence services. LibreDigital’s operations are included in the Strategic Services segment.

On August 15, 2011, the Company acquired Sequence Personal LLC (“Sequence”), a provider of proprietary software that enables readers to select relevant content to be digitally produced as specialized publications. Sequence’s operations are included in the Strategic Services segment.

3

---



On June 21, 2011, the Company acquired Helium, Inc. (“Helium”), an online community offering publishers, catalogers and other customers stock and custom content, as well as a comprehensive range of editorial solutions, in which the Company previously held an equity investment. Helium’s operations are included in the Strategic Services segment.

On March 24, 2011, the Company acquired Journalism Online, LLC (“Journalism Online”), an online provider of tools that allow consumers to purchase online subscriptions from publishers. Journalism Online’s operations are included in the Strategic Services segment.

### Segment Descriptions

The Company operates primarily in the print and related services industry, with product and service offerings designed to offer customers complete solutions for communicating their messages to target audiences.

During the fourth quarter of 2013, management changed the Company’s reportable segments to reflect changes in the management reporting structure of the organization and the manner in which the chief operating decision maker regularly assesses information for decision-making purposes, including allocation of resources. The revised reporting structure includes four operating segments: “Publishing and Retail Services,” “Variable Print,” “Strategic Services,” and “International.” All prior periods have been reclassified to conform to the current reporting structure.

The Company’s segments and their product and service offerings are summarized below:

#### Publishing and Retail Services

The Publishing and Retail Services segment’s primary product offerings include magazines, catalogs, retail inserts, books, directories and packaging.

The Publishing and Retail Services segment accounted for 26.5% of the Company’s consolidated net sales in 2013.

#### Variable Print

The Variable Print segment includes the Company’s U.S. short-run and transactional printing operations. This segment’s primary product offerings include commercial and digital print, direct mail, labels, statement printing, office products, forms and packaging.

The Variable Print segment accounted for 24.7% of the Company’s consolidated net sales in 2013.

#### Strategic Services

The Strategic Services segment includes the Company’s financial print products and related services, logistics services, digital and creative solutions and print management offerings.

The Strategic Services segment accounted for 23.4% of the Company’s consolidated net sales in 2013.

#### International

The International segment includes the Company’s non-U.S. printing operations in Asia, Europe, Latin America and Canada. This segment’s product and service offerings include magazines, catalogs, retail inserts, books, directories, direct mail, packaging, forms, labels, manuals, statement printing, commercial and digital print, logistics services and digital and creative solutions. Additionally, this segment includes the Company’s business process outsourcing and Global Turnkey Solutions operations. Business process outsourcing provides transactional print and outsourcing services, statement printing, direct mail and print management offerings through its operations in Europe, Asia and

North America. Global Turnkey Solutions provides outsourcing capabilities, including product configuration, customized kitting and order fulfillment for technology, medical device and other companies around the world through its operations in Europe, North America and Asia.

The International segment accounted for 25.4% of the Company's consolidated net sales in 2013.

#### Corporate

Corporate consists of unallocated selling, general and administrative activities and associated expenses including, in part, executive, legal, finance, communications, certain facility costs and LIFO inventory provisions. In addition, certain costs and earnings of employee benefit plans, such as pension and other postretirement benefits plan expense and share-based compensation, are included

in Corporate and not allocated to the operating segments. Corporate also manages the Company's cash pooling structures, which enables participating international locations to draw on the Company's overseas cash resources to meet local liquidity needs.

Financial and other information related to these segments is included in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, and in Note 19, Segment Information, to the Consolidated Financial Statements. Additional information related to the Company's International operations is included in Note 20, Geographic Area and Products and Services Information, to the Consolidated Financial Statements.

### Competition and Strategy

The print and related services industry, in general, continues to have excess capacity and remains highly competitive. Despite consolidation in recent years, the industry remains highly fragmented. Across the Company's range of products and services, competition is based primarily on price in addition to quality and the ability to service the special needs of customers. Management expects that prices for the Company's products and services will continue to be a focal point for customers in coming years. Therefore, the Company believes it needs to continue to lower its cost structure and differentiate its product and service offerings.

Technological changes, including the electronic distribution of documents and data, online distribution and hosting of media content, and advances in digital printing, print-on-demand and Internet technologies, continue to impact the market for the Company's products and services. The Company seeks to utilize the distinctive capabilities of its products and services to improve its customers' communications, whether in paper or electronic form. The Company's goal remains to help its customers succeed by delivering effective and targeted communications in the right format to the right audiences at the right time. Management believes that with the Company's competitive strengths, including its broad range of complementary print-related services, strong logistics capabilities, technology leadership, depth of management experience, customer relationships and economies of scale, the Company has developed and can further develop valuable, differentiated solutions for its customers. The Company seeks to draw on its unified platform and strong customer relationships in order to serve a larger share of its customers' print and related services needs.

The impact of digital technologies has been felt in many print products. Electronic communication and transaction technology has eliminated or reduced the role of many traditional printed products and has continued to drive electronic substitution in directory and statement printing, in part driven by environmental concerns and cost pressures at key customers. In addition, e-book substitution is having a continuing impact on consumer print book volume, though adoption rates are stabilizing, and a limited impact on educational and specialty books. Digital technologies have also impacted printed magazines, as advertiser spending has moved from print to electronic media. The future impact of technology on the Company's business is difficult to predict and could result in additional expenditures to restructure impacted operations or develop new technologies. In addition, the Company has made targeted acquisitions and investments in the Company's existing business to offer customers innovative services and solutions that further secure the Company's position as a technology leader in the industry.

The acquisition of Consolidated Graphics and proposed acquisition of Esselte's North American operations support the Company's strategic objective of generating profitable growth and improved cash flow and liquidity through targeted acquisitions. These acquisitions are expected to enhance the Company's existing capabilities and ability to serve its collective customers as well as provide cost savings through the combination of best practices, complementary products and manufacturing and distribution capabilities.

The Company has implemented a number of strategic initiatives to reduce its overall cost structure and improve efficiency, including the restructuring, reorganization and integration of operations and streamlining of administrative and support activities. Future cost reduction initiatives could include the reorganization of operations and the consolidation of facilities. Implementing such initiatives might result in future restructuring or impairment charges, which may be substantial. Management also reviews the Company's operations and management structure on a regular

basis to balance appropriate risks and opportunities to maximize efficiencies and to support the Company's long-term strategic goals.

#### Seasonality

Advertising and consumer spending trends affect demand in several of the end-markets served by the Company. Historically, demand for printing of magazines, catalogs, retail inserts and books is higher in the second half of the year driven by increased advertising pages within magazines, and holiday volume in catalogs, retail inserts and books. This typical seasonal pattern can be impacted by overall trends in the U.S. and world economy. The seasonal pattern in 2013 was in line with historical trends and the Company also expects future years to be in line with historical patterns. Additionally, the Company expects future years to be affected by the impact of election cycles on election-related print business as a result of the acquisition of Consolidated Graphics.

#### Raw Materials

The primary raw materials the Company uses in its print businesses are paper and ink. The Company negotiates with leading suppliers to maximize its purchasing efficiencies and uses a wide variety of paper grades, formats, ink formulations and colors. In

addition, a substantial amount of paper used by the Company is supplied directly by customers. Variations in the cost and supply of certain paper grades and ink formulations used in the manufacturing process may affect the Company's consolidated financial results. Paper prices fluctuated during 2013, and volatility in the future is expected. Generally, customers directly absorb the impact of changing prices on customer-supplied paper. With respect to paper purchased by the Company, the Company has historically passed most changes in price through to its customers. Contractual arrangements and industry practice should support the Company's continued ability to pass on any future paper price increases, but there is no assurance that market conditions will continue to enable the Company to successfully do so. Management believes that the paper supply is consolidating, and there may be shortfalls in the future in supplies necessary to meet the demands of the entire marketplace. Higher paper prices and tight paper supplies may have an impact on customers' demand for printed products. Additionally, the Company has undertaken various strategic initiatives to mitigate any foreseeable supply disruptions with respect to the Company's ink requirements. The Company also resells waste paper and other print-related by-products and may be impacted by changes in prices for these by-products.

The Company continues to monitor the impact of changes in the price of crude oil and other energy costs, which impact the Company's ink suppliers, logistics operations and manufacturing costs. Crude oil and energy prices continue to be volatile. The Company believes its logistics operations will continue to be able to pass a substantial portion of any increases in fuel prices directly to its customers in order to offset the impact of related cost increases. The Company generally cannot pass on to customers the impact of higher energy prices on its manufacturing costs. However, the Company enters into fixed price contracts for a portion of its natural gas purchases to mitigate the impact of changes in energy prices. The Company cannot predict sudden changes in energy prices and the impact that possible future changes in energy prices might have upon either future operating costs or customer demand and the related impact either will have on the Company's consolidated annual results of operations, financial position or cash flows.

#### Distribution

The Company's products are distributed to end-users through the U.S. or foreign postal services, through retail channels, electronically or by direct shipment to customer facilities. Through its logistics operations, the Company manages the distribution of most customer products printed by the Company in the U.S. and Canada to maximize efficiency and reduce costs for customers.

Postal costs are a significant component of many customers' cost structures and postal rate changes can influence the number of pieces that the Company's customers are willing to print and mail. On January 27, 2013, the United States Postal Service ("USPS") increased postage rates across all classes of mail by approximately 2.6%, on average. Under the 2006 Postal Accountability and Enhancement Act, it had been anticipated that postage would increase annually by an amount equal to or slightly less than the Consumer Price Index (the "CPI"). However, on December 24, 2013, the Postal Regulatory Commission (the "PRC") approved the USPS Board of Governors' request under the Exigency Provision in the applicable law for price increases of 4.3%. The exigent rate increase was implemented in addition to a 1.7% rate increase, equal to the CPI, for total price increases of 6.0%, on average, across all mail categories, effective January 26, 2014. According to the PRC's ruling, the USPS must develop a plan by May 1, 2014 to phase out the exigent rate increase once it has produced the revenue justified by the request. As a leading provider of print logistics and among the largest mailers of standard mail in the U.S., the Company works closely with its customers and the USPS to offer innovative products and services to minimize postage costs. While the Company does not directly absorb the impact of higher postal rates on its customers' mailings, demand for products distributed through the U.S. or foreign postal services is expected to be impacted by changes in postal rates.

During the third quarter of 2012, the USPS defaulted on two mandatory payments for the funding of retiree health benefits. The USPS announced that these defaults were not expected to impact mail services. However, the USPS is continuing to pursue its previously announced plans to restructure its mail delivery network, including the closure of many post office facilities. On April 10, 2013, the USPS announced a delay in the shift to a five-day mail and six-day

package delivery schedule that was initially scheduled for August 2013, until legislation is passed that provides the authority to do so. Mail delivery services through the USPS accounted for approximately 46% of the Company's logistics revenues during the year ended December 31, 2013. The impact to the Company of the USPS's restructuring plans, many of which require legislative action, cannot currently be estimated.

#### Customers

For each of the years ended December 31, 2013, 2012 and 2011, no customer accounted for 10% or more of the Company's consolidated net sales.

#### Technology, Research and Development

The Company has a research facility that supports the development and implementation of new technologies to meet customer needs and improve operating efficiencies. The Company's cost for research and development activities is not material to the Company's consolidated annual results of operations, financial position or cash flows.

## Environmental Compliance

It is the Company's policy to conduct its global operations in accordance with all applicable laws, regulations and other requirements. It is not possible to quantify with certainty the potential impact of actions regarding environmental matters, particularly remediation and other compliance efforts that the Company may undertake in the future. However, in the opinion of management, compliance with the present environmental protection laws, before taking into account estimated recoveries from third parties, will not have a material adverse effect on the Company's consolidated annual results of operations, financial position or cash flows.

## Employees

As of December 31, 2013, the Company had approximately 57,000 employees.

## Available Information

The Company maintains an Internet website at [www.rrdonnelley.com](http://www.rrdonnelley.com) where the Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports are available without charge, as soon as reasonably practicable following the time they are filed with, or furnished to, the Securities and Exchange Commission ("SEC"). The Principles of Corporate Governance of the Company's Board of Directors, the charters of the Audit, Human Resources and Corporate Responsibility & Governance Committees of the Board of Directors and the Company's Principles of Ethical Business Conduct are also available on the Investor Relations portion of [www.rrdonnelley.com](http://www.rrdonnelley.com), and will be provided, free of charge, to any shareholder who requests a copy. References to the Company's website address do not constitute incorporation by reference of the information contained on the website, and the information contained on the website is not part of this document.

## Special Note Regarding Forward-Looking Statements

The Company has made forward-looking statements in this Annual Report on Form 10-K that are subject to risks and uncertainties. These statements are based on the beliefs and assumptions of the Company. 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," "believe," "expect," "anticipate," "intend," "plan," "estimate," "hope" or similar expressions. The Company claims the protection 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 performance. The following important factors, in addition to those discussed elsewhere in this Annual Report on Form 10-K, could affect the future results of the Company and could cause those results or other outcomes to differ materially from those expressed or implied in its 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;
- the ability of the Company 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 the Company's core businesses;
- competitive pressures in all markets in which the Company operates;

the Company's ability to access debt and the capital markets and the ability of its counterparties to perform their contractual obligations under the Company's 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 the Company's new products and technologies;

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

customer expectations and financial strength;

7

---



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 the Company's debt securities;  
the ability of the Company to comply with covenants under its credit agreement and indentures governing its 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;  
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 the Company's 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;  
uncertainty about future economic conditions;  
the possibility of future terrorist activities or the possibility of a future escalation of hostilities in the Middle East or elsewhere;  
the possibility of a regional or global health pandemic outbreak;  
disruptions to the Company's operations resulting from possible natural disasters, interruptions in utilities and similar events;  
adverse outcomes of pending and threatened litigation; and  
other risks and uncertainties detailed from time to time in the Company's filings with the SEC.

Because forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Undue reliance should not be placed on such statements, which speak only as of the date of this document or the date of any document that may be incorporated by reference into this document.

Consequently, readers of this Annual Report on Form 10-K should consider these forward-looking statements only as the Company's current plans, estimates and beliefs. The Company does not undertake and specifically declines any obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. The Company undertakes no obligation to update or revise any forward-looking statements in this Annual Report on Form 10-K to reflect any new events or any change in conditions or circumstances.

## ITEM 1A. RISK FACTORS

The Company's consolidated results of operations, financial position and cash flows can be adversely affected by various risks. These risks include the principal factors listed below and the other matters set forth in this Annual Report on Form 10-K. You should carefully consider all of these risks.

### Risks Relating to the Businesses of the Company

Global market and economic conditions, as well as the effects of these conditions on customers' businesses could adversely affect the Company.

Global economic conditions affect customers' businesses and the markets they serve. Demand for advertising tends to correlate with changes in the level of economic activity in the markets customers serve. Because a significant part of the Company's business relies on its customers' advertising spending, a prolonged downturn in the global economy and an uncertain economic outlook could further reduce the demand for printing and related services that the Company provides to these customers. Economic weakness and constrained advertising spending may result in decreased revenue, operating margin, earnings and growth rates and difficulty in managing inventory levels and collecting accounts receivable. The Company may experience reduced demand for its products and services due to economic conditions and other macroeconomic factors affecting consumers' and businesses' spending behavior. In addition, customer difficulties could result in increases in bad debt write-offs and allowances for doubtful accounts receivable. In particular, the Company's exposure to certain industries currently experiencing financial difficulties and certain financially troubled customers could have an adverse effect on the Company's results of operations. The Company may experience operating margin declines in certain businesses, reflecting the effect of items such as competitive price pressures, inventory write-downs, cost increases for wages and materials, and increases in pension and other postretirement benefits plan funding requirements. Economic downturns may also result in restructuring actions and associated expenses and impairment of long-lived assets, including goodwill and other intangibles. Uncertainty about future economic conditions makes it difficult for the Company to forecast operating results and to make decisions about future investments. Delays or reductions in customers' spending would have an adverse effect on demand for the Company's products and services, which could be material, and consequently impact the Company's consolidated results of operations, financial position and cash flow.

Adverse credit market conditions may limit the Company's ability to obtain future financing.

Uncertainty and volatility in global financial markets may cause financial markets institutions to fail or may cause lenders to hoard capital and reduce lending. The failure of a financial institution that supports the Company's existing credit agreement would reduce the size of its committed facility unless a replacement institution were added.

The Company's operating performance and creditworthiness may limit its ability to obtain future financing and the cost of any such capital may be higher than in past periods.

The Company's access to future financing will depend on a variety of factors such as the general availability of credit, its credit ratings and credit capacity at the time it pursues such financing. The Company's current Corporate credit ratings are below investment grade and, as a result, the Company's borrowing costs may further increase or ability to borrow may be limited. The Company's obligations under its current \$1.15 billion senior secured revolving credit facility (the "Credit Agreement") which expires October 15, 2017, are guaranteed by material and certain other domestic subsidiaries and are secured by a pledge of the equity interests of certain subsidiaries, including most of its domestic subsidiaries, and a security interest in substantially all of the domestic current assets and mortgages of certain domestic real property of the Company. The Credit Agreement is subject to a number of covenants, including a minimum Interest Coverage Ratio and a maximum Leverage Ratio, that, in part, restrict the Company's ability to incur additional indebtedness, create liens, engage in mergers and consolidations, make restricted payments, dispose of certain assets and may also limit the use of proceeds. The Credit Agreement generally allows annual dividend

payments of up to \$200.0 million in aggregate, though additional dividends may be allowed subject to certain conditions. If adequate capital is not available to the Company and its internal sources of liquidity prove to be insufficient, or if future financings require more restrictive covenants, such combination of events could adversely affect the Company's ability to (i) acquire new businesses or enter new markets, (ii) service or refinance its existing debt, (iii) pay dividends on common stock, (iv) make necessary capital investments, and (v) make other expenditures necessary for the ongoing conduct of its business.

The indentures governing the notes and debentures the Company issues do not contain restrictive covenants and the Company may incur substantially more debt or take other actions, including engaging in mergers and acquisitions, paying dividends and making other distributions to holders of equity securities, and disposing of certain assets, which may adversely affect the Company's ability to satisfy its obligations under the notes and debentures issued under its indentures.

Although the Credit Agreement is subject to a number of negative and financial covenants, including a minimum interest coverage ratio and a maximum leverage ratio, and covenants that restrict the Company's ability to incur additional indebtedness, engage in mergers and acquisitions, pay dividends and make other distributions to the holders of the Company's equity securities, and dispose of certain assets, the indentures governing the Company's notes and debentures do not contain financial or operating covenants or restrictions on the incurrence of indebtedness, the payment of dividends or making other distributions, or the disposition

of certain assets. In addition, the limited covenants applicable to the notes and debentures do not require the Company to achieve or maintain any minimum financial results relating to its financial position or results of operations.

In carrying out the Company's strategy focused on maximizing long-term shareholder value, the Company may enter into transactions which may increase its financial leverage. The Company's ability to recapitalize, incur additional debt and take a number of other actions that are not limited by the terms of the indentures governing its notes and debentures could have the effect of diminishing the Company's ability to make payments on those notes and debentures when due, and require the Company to dedicate a substantial portion of its cash flow from operations to payments on its indebtedness, which would reduce the availability of cash flow to fund the Company's operations, working capital and capital expenditures.

Fluctuations in the costs of paper, ink, energy and other raw materials may adversely impact the Company.

Purchases of paper, ink, energy and other raw materials represent a large portion of the Company's costs. Increases in the costs of these inputs may increase the Company's costs and the Company may not be able to pass these costs on to customers through higher prices. In addition, the Company may not be able to resell waste paper and other print-related by-products or may be adversely impacted by decreases in the prices for these by-products. Increases in the cost of materials may adversely impact customers' demand for the Company's printing and related services.

The Company may be adversely affected by a decline in the availability of raw materials.

The Company is dependent on the availability of paper, ink and other raw materials to support its operations. Unforeseen developments in these markets could result in a decrease in the supply of paper, ink or other raw materials and could cause a decline in the Company's revenues.

The financial condition of the Company's customers may deteriorate.

Many of the Company's customers participate in highly competitive markets, and their financial condition may deteriorate as a result. A decline in the financial condition of the Company's customers would hinder the Company's ability to collect amounts owed by customers. In addition, such a decline would result in lower demand for the Company's products and services. A lack of liquidity in the capital markets or a sustained period of unfavorable economic conditions will increase the Company's exposure to credit risks and result in increases in bad debt write-offs and allowances for doubtful accounts receivable.

The Company may be unable to improve its operating efficiency rapidly enough to meet market conditions.

Because the markets in which the Company competes are highly competitive, the Company must continue to improve its operating efficiency in order to maintain or improve its profitability. There is no assurance that the Company will be able to do so in the future. In addition, the need to reduce ongoing operating costs may result in significant up-front costs to reduce workforce, close or consolidate facilities, or upgrade equipment and technology.

The Company may be unable to successfully integrate the operations of acquired businesses and may not achieve the cost savings and increased revenues anticipated as a result of these acquisitions.

Achieving the anticipated benefits of acquisitions will depend in part upon the Company's ability to integrate these businesses in an efficient and effective manner. The integration of companies that have previously operated independently may result in significant challenges, and the Company may be unable to accomplish the integration smoothly or successfully. In particular, the coordination of geographically dispersed organizations with differences in corporate cultures and management philosophies may increase the difficulties of integration. The integration of acquired businesses may also require the dedication of significant management resources, which may temporarily distract management's attention from the day-to-day operations of the Company. In addition, the process of integrating

operations may cause an interruption of, or loss of momentum in, the activities of one or more of the Company's businesses and the loss of key personnel from the Company or the acquired businesses. Further, employee uncertainty and lack of focus during the integration process may disrupt the businesses of the Company or the acquired businesses. The Company's strategy is, in part, predicated on the Company's ability to realize cost savings and to increase revenues through the acquisition of businesses that add to the breadth and depth of the Company's products and services. Achieving these cost savings and revenue increases is dependent upon a number of factors, many of which are beyond the Company's control. In particular, the Company may not be able to realize the benefits of more comprehensive product and service offerings, anticipated integration of sales forces, asset rationalization and systems integration.

The Company may be unable to hire and retain talented employees, including management.

The Company's success depends, in part, on its general ability to attract, develop, motivate and retain highly skilled employees. The loss of a significant number of the Company's employees or the inability to attract, hire, develop, train and retain additional skilled personnel could have a serious negative effect on the Company. Various locations may encounter competition with other manufacturers for skilled labor. Many of these competitors may be able to offer significantly greater compensation and benefits or more attractive lifestyle choices than the Company offers. In addition, many members of the Company's management have significant industry experience that is valuable to the Company's competitors. The Company enters into non-solicitation and, as appropriate, non-competition agreements with its executive officers, prohibiting them contractually from soliciting the Company's customers and employees and from leaving and joining a competitor within a specified period. If one or more members of the Company's senior management team leave and cannot be replaced with a suitable candidate quickly, the Company could experience difficulty in managing its business properly, which could harm business prospects and the Company's consolidated results of operations.

The trend of increasing costs to provide health care and other benefits to the Company's employees and retirees may continue.

The Company provides health care and other benefits to both employees and retirees. For many years, costs for health care have increased more rapidly than general inflation in the U.S. economy. If this trend in health care costs continues, the Company's cost to provide such benefits could increase, adversely impacting the Company's profitability. Changes to health care regulations in the U.S. may also increase the Company's cost of providing such benefits.

Changes in market conditions or lower returns on assets may increase required pension and other postretirement benefits plan contributions in future periods.

The funded status of the Company's pension and other postretirement benefits plans is dependent upon many factors, including returns on invested assets and the level of certain market interest rates. As experienced in prior years, declines in the market value of the securities held by the plans coupled with historically low interest rates have reduced, and in the future could materially reduce, the funded status of the plans. These reductions have increased the level of expected required pension and other postretirement benefits plan contributions in future years. Market conditions may lead to changes in the discount rates used to value the year-end benefit obligations of the plans, which could partially mitigate or worsen the effects of lower asset returns. If adverse market conditions were to continue for an extended period of time, the Company's costs and required cash contributions associated with pension and other postretirement benefits plans may substantially increase in future periods.

There are risks associated with operations outside the United States.

The Company has significant operations outside the United States. Revenues from the Company's operations in geographic regions outside the United States accounted for approximately 25% of the Company's consolidated net sales for the year ended December 31, 2013. As a result, the Company is subject to the risks inherent in conducting business outside the United States, including the impact of economic and political instability of those countries in which the Company operates. The volatile economic environment has increased the risk of disruption and losses resulting from hyper-inflation, currency devaluation and tax or regulatory changes in certain countries in which the Company has operations.

The Company is exposed to significant risks related to potential adverse changes in currency exchange rates.

The Company is exposed to market risks resulting from changes in the currency exchange rates of the currencies in the countries in which it does business. Although operating in local currencies may limit the impact of currency rate

fluctuations on the operating results of the Company's non-U.S. subsidiaries, fluctuations in such rates may affect the translation of these results into the Company's consolidated financial statements. To the extent borrowings, sales, purchases, revenues and expenses or other transactions are not in the applicable local currency, the Company may enter into foreign currency spot and forward contracts to hedge the currency risk. Management cannot be sure, however, that the Company's efforts at hedging will be successful, and such efforts could, in certain circumstances, lead to losses.

A decline in expected profitability of the Company or individual reporting units of the Company could result in the impairment of assets, including goodwill, other long-lived assets and deferred tax assets.

The Company holds material amounts of goodwill, other long-lived assets and deferred tax assets on its balance sheet. A decline in expected profitability, particularly if there is a decline in the global economy, could call into question the recoverability of the Company's related goodwill, other long-lived tangible and intangible assets or deferred tax assets and require the write down or write off these assets or, in the case of deferred tax assets, recognition of a valuation allowance through a charge to income. Such an occurrence has had and could continue to have a material adverse effect on the Company's consolidated results of operations, financial position and cash flows.

## Risks Related to the Printing and Related Services Industry

The highly competitive market for the Company's products and industry consolidation may continue to create adverse price pressures.

The markets for the majority of the Company's product categories are highly fragmented and the Company has a large number of competitors. Management believes that excess capacity in the Company's markets has caused downward price pressure and that this trend is likely to continue. In addition, consolidation in the markets in which the Company competes may increase competitive price pressures due to competitors lowering prices as a result of synergies achieved.

The substitution of electronic delivery for printed materials may continue to adversely affect the Company's businesses.

Electronic delivery of documents and data, including the online distribution and hosting of media content, offer alternatives to traditional delivery of printed documents. Consumers continue to accept electronic substitution in directory and statement printing and are replacing traditional reading of print materials with online, hosted media content or e-reading devices. The extent to which consumers will continue to accept electronic delivery is uncertain and it is difficult to predict future rates of acceptance of these alternatives. Electronic delivery has negatively impacted the Company's products, such as directories, books, forms and statement printing. Digital technologies have also impacted printed magazines, as advertising spending has moved from print to electronic media. To the extent that consumers, customers and regulators continue to accept these alternatives, the Company's products will be adversely affected.

Changes in the rules and regulations to which the Company is subject may increase the Company's costs.

The Company is subject to numerous rules and regulations, including, but not limited to, product safety, environmental and health and welfare benefit regulations. These rules and regulations may be changed by local, state or federal governments in countries in which the Company operates. Changes in these regulations may result in a significant increase in the Company's costs to comply. Compliance with changes in rules and regulations could require increases to the Company's workforce, increased cost for compensation and benefits, or investments in new or upgraded equipment. In addition, growing concerns about climate change, including the impact of global warming, may result in new regulations with respect to greenhouse gas emissions (including carbon dioxide) and/or "cap and trade" legislation. Compliance with new rules and regulations or changes in existing rules and regulations could result in additional costs to the Company.

Declines in general economic conditions or political unrest may adversely impact the Company's business.

In general, demand for the Company's products and services are highly correlated with general economic conditions. Declines in economic conditions in the U.S. or in other countries in which the Company operates may adversely impact the Company's consolidated financial results. Because such declines in demand are difficult to predict, the Company or the industry may have increased excess capacity as a result. An increase in excess capacity may result in declines in prices for the Company's products and services. The overall business climate may also be impacted by wars or acts of terrorism. Such acts may have sudden and unpredictable adverse impacts on demand for the Company's products and services.

Changes in the rules and regulations to which customers are subject may impact demand for the Company's products and services.

Many of the Company's customers are subject to rules and regulations requiring certain printed or electronic communications, governing the form of such communications and protecting the privacy of consumers. Changes in



these regulations may impact customers' business practices and could reduce demand for the Company's printed products and related services. Changes in such regulations could eliminate the need for certain types of printed communications altogether or such changes may impact the quantity or format of printed communications.

Changes in postal rates, regulations and delivery structure may adversely impact demand for the Company's products and services.

Postal costs are a significant component of many of the Company's customers' cost structures and postal rate changes can influence the number of pieces and types of mailings that the Company's customers mail. On December 24, 2013, the PRC approved the USPS Board of Governors' request for price increases of 4.3%. This exigent rate increase was implemented in addition to a 1.7% rate increase, equal to the CPI, for total price increases of 6.0%, on average, across all mail categories, effective January 26, 2014. In addition, the USPS has incurred significant financial losses in recent years and may, as a result, implement significant changes to the breadth or frequency of its mail delivery. The USPS is continuing to pursue its previously announced plans to restructure its mail delivery network, including the closure of many post office facilities and suspension of Saturday service. On April 10, 2013, the USPS announced a delay in the shift to a five-day mail and six-day package delivery schedule that was initially scheduled for August 2013, until legislation is passed that provides the authority to do so. The impact to the Company of the USPS's restructuring plans, many of which require legislative action, cannot currently be estimated. If implemented, such changes could impact customers' ability or willingness to communicate by mail. Declines in print volumes mailed would have an adverse effect on the Company's business.

Changes in the advertising, retail and capital markets may impact the demand for printing and related services.

Many of the end markets in which customers of the Company compete are experiencing changes due to technological progress and changes in consumer preferences. The Company cannot predict the impact that these changes will have on demand for the Company's products and services. Such changes may decrease demand, increase price pressures, require investment in updated equipment and technology, or cause other adverse impacts to the Company's business. In addition, the Company must monitor changes in its customers' markets and develop new solutions to meet customers' needs. The development of such solutions may be costly, and there is no assurance that these solutions will be accepted by customers.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS

The Company has no unresolved written comments from the SEC staff regarding its periodic or current reports under the Securities Exchange Act of 1934.

#### ITEM 2. PROPERTIES

The Company's corporate office is located in leased office space in Chicago, Illinois. As of December 31, 2013, the Company leased or owned 308 U.S. facilities, some of which had multiple buildings and warehouses, and these U.S. facilities encompassed approximately 38.5 million square feet. The Company leased or owned 155 international facilities encompassing approximately 9.4 million square feet in Canada, Latin America, Europe and Asia. Of the Company's U.S. and international facilities, approximately 30.7 million square feet of space was owned, while the remaining 17.2 million square feet of space was leased.

#### ITEM 3. LEGAL PROCEEDINGS

The Company is subject to laws and regulations relating to the protection of the environment. The Company provides for expenses associated with environmental remediation obligations when such amounts are probable and can be reasonably estimated. Such accruals are adjusted as new information develops or circumstances change and are generally not discounted. The Company has been designated as a potentially responsible party or has received claims in eleven active federal and state Superfund and other multiparty remediation sites. In addition to these sites, the Company may also have the obligation to remediate ten other previously and currently owned facilities. At the Superfund sites, the Comprehensive Environmental Response, Compensation and Liability Act provides that the Company's liability could be joint and several, meaning that the Company could be required to pay an amount in excess of its proportionate share of the remediation costs.

The Company's understanding of the financial strength of other potentially responsible parties at the multiparty sites and of other liable parties at the previously owned facilities has been considered, where appropriate, in the determination of the Company's estimated liability. The Company established reserves, recorded in accrued liabilities and other noncurrent liabilities, that it believes are adequate to cover its share of the potential costs of remediation at each of the multiparty sites and the previously and currently owned facilities. It is not possible to quantify with certainty the potential impact of actions regarding environmental matters, particularly remediation and other compliance efforts that the Company may undertake in the future. However, in the opinion of management,

compliance with the present environmental protection laws, before taking into account estimated recoveries from third parties, will not have a material effect on the Company's consolidated results of operations, financial position or cash flows.

From time to time, the Company's customers and others file voluntary petitions for reorganization under United States bankruptcy laws. In such cases, certain pre-petition payments received by the Company from these parties could be considered preference items and subject to return. In addition, the Company may be party to certain litigation arising in the ordinary course of business. Management believes that the final resolution of these preference items and litigation will not have a material effect on the Company's consolidated results of operations, financial position or cash flows.

#### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## EXECUTIVE OFFICERS OF R.R. DONNELLEY &amp; SONS COMPANY

Name, Age and Positions with the Company	Officer Since	Business Experience During Past Five Years
Thomas J. Quinlan, III 51, President and Chief Executive Officer	2004	Served as RR Donnelley's President and Chief Executive Officer since April 2007. Prior to this, served as Group President, Global Services since October 2006 and Chief Financial Officer since April 2006. Prior to this, served as Executive Vice President, Operations since February 2004.
Suzanne S. Bettman 49, Executive Vice President, General Counsel, Corporate Secretary & Chief Compliance Officer	2004	Served as RR Donnelley's Executive Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer since January 2007. Served previously as Senior Vice President, General Counsel since March 2004.
Andrew B. Coxhead 45, Senior Vice President and Chief Accounting Officer	2007	Served as RR Donnelley's Senior Vice President and Chief Accounting Officer since October 2007, and Corporate Controller from October 2007 to January 2013. Prior to this, served as Vice President, Assistant Controller since September 2006. Prior to this, from 1995 until 2006, served in various capacities with RR Donnelley in financial planning, accounting, manufacturing management, operational finance and mergers and acquisitions.
Daniel L. Knotts 49, Chief Operating Officer	2007	Served as RR Donnelley's Chief Operating Officer since January 2013. Prior to this, served as Group President from April 2007 to December 2012 and Chief Operating Officer, Global Print Solutions from January 2007 to April 2007. Prior to this, from 1986 until 2007, served in various capacities with RR Donnelley, including Group Executive Vice President, Operations, Publishing and Retail Services and President, Catalog/Retail/Magazine Solutions, RR Donnelley Print Solutions.
Daniel N. Leib 47, Executive Vice President and Chief Financial Officer	2009	Served as RR Donnelley's Executive Vice President and Chief Financial Officer since May 2011. Prior to this, served as Group Chief Financial Officer and Senior Vice President, Mergers and Acquisitions since August 2009 and Treasurer from June 2008 to February 2010. Prior to this, served as RR Donnelley's Senior Vice President, Treasurer, Mergers and Acquisitions and Investor Relations since July 2007. Prior to this, from May 2004 to 2007, served in various capacities in financial management, corporate strategy and investor relations.

## PART II

ITEM MARKET FOR R.R. DONNELLEY & SONS COMPANY'S COMMON EQUITY, RELATED  
5. STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

RR Donnelley's common stock is listed and traded on the NASDAQ Stock Market. The Company withdrew its common stock listing from the Chicago Stock Exchange during the year ended December 31, 2013.

As of February 21, 2014, there were 7,443 stockholders of record of the Company's common stock. Quarterly closing prices of the Company's common stock, as reported on NASDAQ, and dividends paid per share during the years ended December 31, 2013 and 2012, are contained in the chart below:

	Dividends Paid		Closing Common Stock Prices			
	2013	2012	2013 High	Low	2012 High	Low
First Quarter	\$0.26	\$0.26	\$12.05	\$8.72	\$15.13	\$11.35
Second Quarter	0.26	0.26	14.07	10.98	12.85	10.02
Third Quarter	0.26	0.26	19.26	14.23	13.26	10.60
Fourth Quarter	0.26	0.26	20.60	15.74	11.12	8.58

The Credit Agreement generally allows annual dividend payments of up to \$200.0 million in aggregate, though additional dividends may be allowed subject to certain conditions. See Exhibit 4.6 for additional details.

## ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
October 1, 2013–October 31, 2013	-	\$ -	-	\$ -
November 1, 2013–November 30, 2013	-	-	-	\$ -
December 1, 2013–December 31, 2013	-	-	-	\$ -
Total	-	\$ -	-	

There were no repurchases of equity securities during the three months ended December 31, 2013.

## EQUITY COMPENSATION PLANS

For information regarding equity compensation plans, see Item 12 of this Annual Report on Form 10-K.

## PEER PERFORMANCE TABLE

The graph below compares five-year returns of the Company's common stock with those of the S&P 500 Index and a selected peer group of companies. The comparison assumes all dividends have been reinvested, and an initial investment of \$100 on December 31, 2008. The returns of each company in the peer group have been weighted to reflect their market capitalizations.

Because the Company's services and customers are so diverse, the Company does not believe that any single published industry index is appropriate for comparing stockholder return. Therefore, the peer group used in the performance graph combines two industry groups identified by Value Line Publishing, Inc., the publishing group (including printing companies) and the newspaper group. The Company itself has been excluded, and its contributions to the indices cited have been subtracted out. Changes in the peer group from year to year result from companies being added to or deleted from the Value Line publishing group or newspaper group.

Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Comparison of Five-Year Cumulative Total Return Among RR Donnelley, S&P 500 Index and Peer Group\*

Company Name / Index	Base	Fiscal Years Ended December 31,				
	Period	2008	2009	2010	2011	2012
RR Donnelley	100	176.83	147.07	129.29	88.48	215.82
Standard & Poor's 500	100	126.46	145.51	148.59	172.37	228.19
Peer Group	100	152.69	166.45	173.66	211.74	328.80

Below are the specific companies included in the peer group.

\*Peer Group Companies

A.H. Belo Corp.                      McGraw-Hill Companies

American Greetings<sub>(a)</sub>              Media General

Consolidated Graphics Inc.        Meredith Corp.

Deluxe Corp.                          New York Times Co.

EW Scripps                            Scholastic Corp.

Gannett Co.                           Washington Post

Journal Communications Inc.      Wiley (John) & Sons

McClatchy Co.

(a) American Greetings was included through August 9, 2013, when American Greetings went private.

## ITEM 6. SELECTED FINANCIAL DATA

## SELECTED FINANCIAL DATA

(in millions, except per share data)

	2013	2012	2011	2010	2009
Net sales	\$10,480.3	\$10,221.9	\$10,611.0	\$10,018.9	\$9,857.4
Net earnings (loss) attributable to RR Donnelley common shareholders	211.2	(651.4 )	(122.6 )	221.7	(27.3 )
Net earnings (loss) attributable to RR Donnelley common shareholders per diluted share	1.15	(3.61 )	(0.63 )	1.06	(0.13 )
Total assets	7,238.2	7,262.7	8,281.7	9,083.2	8,747.6
Long-term debt	3,587.0	3,420.2	3,416.8	3,398.6	2,982.5
Cash dividends per common share	1.04	1.04	1.04	1.04	1.04

Reflects results of acquired businesses from the relevant acquisition dates.

Includes the following significant items:

- For 2013: Pre-tax restructuring, impairment and other charges of \$133.5 million (\$88.2 million after-tax), \$81.9 million pre-tax loss (\$53.9 million after-tax) on the repurchases of \$753.7 million of senior notes, \$58.5 million income tax benefit related to the decline in value and reorganization of certain entities within the Publishing and Retail Services segment and a \$7.2 million benefit for previously unrecognized tax benefits related to the expected resolution of certain federal tax matters, pre-tax loss of \$17.9 million (\$12.3 million after-tax) on the disposal of the MRM France direct mail business in the International segment, pre-tax charges of \$5.9 million (\$5.2 million after-tax) for acquisition-related expenses, pre-tax impairment loss on equity investments of \$5.5 million (\$3.6 million after-tax) and a \$3.2 million pre-tax loss (\$2.0 million after-tax) on the currency devaluation in Venezuela;
- For 2012: Pre-tax restructuring, impairment and other charges of \$1,118.5 million (\$981.9 million after-tax), \$16.1 million pre-tax loss (\$10.6 million after-tax) on the repurchases of \$441.8 million of senior notes and termination of the Company's previous \$1.75 billion unsecured revolving credit agreement (the "Previous Credit Agreement") which was due to expire on December 17, 2013, \$4.8 million net benefit from income tax adjustments including the recognition of \$26.1 million of previously unrecognized tax benefits due to the resolution of certain U.S. federal uncertain tax positions and a \$22.4 million benefit related to the decline in value and reorganization of certain entities within the International segment, partially offset by a valuation allowance provision of \$32.7 million on certain deferred tax assets in Latin America and an \$11.0 million provision related to certain foreign earnings no longer considered to be permanently reinvested, \$4.1 million pre-tax impairment loss (\$2.6 million after-tax) on an equity investment, \$3.7 million pre-tax gain (\$2.8 million after-tax) on pension curtailment and pre-tax charges of \$2.5 million (\$2.2 million after-tax) for acquisition-related expenses;
- For 2011: Pre-tax restructuring, impairment and other charges of \$667.8 million (\$532.8 million after-tax), \$74.8 million recognition of income tax benefits due to the expiration of U.S. federal statutes of limitations for certain years, \$69.9 million pre-tax loss (\$44.1 million after-tax) on the repurchases of \$427.8 million of senior notes, pre-tax gain on pension curtailment of \$38.7 million (\$24.3 million after-tax), \$15.3 million of pre-tax expense (\$9.7 million after-tax) for contingent compensation earned by the prior owners of an acquired business, \$9.8 million pre-tax gain (\$9.5 million after-tax) on the Helium investment and pre-tax charges of \$2.2 million (\$2.0 million after-tax) for acquisition-related expenses;
- For 2010: Pre-tax restructuring, impairment and other charges of \$157.9 million (\$130.0 million after-tax), pre-tax charges of \$13.5 million (\$11.8 million after-tax) for acquisition-related expenses, \$8.9 million pre-tax loss (\$8.1



million after-tax) on the currency devaluation in Venezuela, including an increase in loss attributable to noncontrolling interests of \$3.6 million, and a pre-tax \$1.1 million write-down (\$0.7 million after-tax) of affordable housing investments; and

· For 2009: Pre-tax restructuring, impairment and other charges of \$382.7 million (\$334.0 million after-tax), \$15.6 million of income tax expense due to the reorganization of entities within the International segment, a \$13.0 million pre-tax loss (\$8.0 million after-tax) on the repurchases of \$640.6 million of senior notes, a pre-tax \$2.4 million write-down (\$1.5 million after-tax) of affordable housing investments and pre-tax charges of \$1.6 million (\$1.0 million after-tax) for acquisition-related expenses.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of RR Donnelley's financial condition and results of operations should be read together with the consolidated financial statements and notes to those statements included in Item 15 of Part IV of this Annual Report on Form 10-K.

### Business

For a description of the Company's business, segments and product and service offerings, see Item 1, Business.

The Company separately reports its net sales, related costs of sales and gross profit for its product and service offerings. The Company's product offerings primarily consist of magazines, catalogs, retail inserts, direct mail, statement printing, books, directories, financial print, labels, forms, commercial and digital print, packaging, office products, manuals and other related products procured through the Company's print management offering. The Company's service offerings primarily consist of logistics, EDGAR-related and eXtensible Business Reporting Language ("XBRL") financial services, certain business outsourcing services and digital and creative solutions.

### Executive Overview

### 2013 FINANCIAL PERFORMANCE

The changes in the Company's income (loss) from operations, operating margin, net earnings (loss) attributable to RR Donnelley common shareholders and net earnings (loss) attributable to RR Donnelley common shareholders per diluted share for the year ended December 31, 2013, from the year ended December 31, 2012, were due to the following:

	Income (Loss) from Operations	Operating Margin		Net Earnings (Loss) Attributable to RR Donnelley Common Shareholders	Net Earnings (Loss) Attributable to RR Donnelley Common Shareholders per Diluted Share
	(in millions, except margin and per share data)				
For the year ended December 31, 2012	\$ (369.8 )	(3.6 %)		\$ (651.4 )	\$ (3.61 )
2013 restructuring, impairment and other charges—net	(133.5 )	(1.3 %)		(88.2 )	(0.48 )
2012 restructuring, impairment and other charges—net	1,118.5	10.9 %		981.9	5.44
Acquisition-related expenses	(3.4 )	(0.1 %)		(3.0 )	(0.02 )
2012 gain on pension curtailment	(3.7 )	(0.0 %)		(2.8 )	(0.02 )
2013 loss on disposal of business	—	—		(12.3 )	(0.07 )
Loss on investments	—	—		(1.0 )	(0.01 )
2013 Venezuela devaluation	—	—		(1.0 )	(0.01 )
Loss on debt extinguishment	—	—		(43.3 )	(0.23 )
Income tax adjustments	—	—		60.9	0.33
Operations	(28.4 )	(0.4 %)		(28.6 )	(0.17 )
For the year ended December 31, 2013	\$ 579.7	5.5 %		\$ 211.2	\$ 1.15

2013 restructuring, impairment and other charges—net: included pre-tax charges of \$40.4 million for employee termination costs primarily related to the closing of two manufacturing facilities within the Publishing and Retail Services segment and one manufacturing facility within the Variable Print segment and the reorganization of certain operations; \$38.4 million for other estimated charges related to the decision to partially withdraw from certain multi-employer pension plans; \$33.8 million of lease termination and other restructuring costs, of which \$14.7 million related to multi-employer pension plan withdrawal charges primarily attributable to manufacturing facility closures; \$17.6 million for impairment of other long-lived assets, primarily for buildings and machinery and equipment associated with facility closures and charges of \$3.3 million for the impairment of other intangible assets in the financial reporting unit within the Strategic Services segment;.

2012 restructuring, impairment and other charges—net: included charges of \$848.4 million for the impairment of goodwill within the magazines, catalogs and retail inserts, books, digital and creative solutions, Europe, financial and commercial and digital print reporting units; \$158.0 million for the impairment of other intangible assets within the books, magazines, catalogs and retail inserts, Latin America and commercial and digital print reporting units; pre-tax charges of \$66.6 million for employee termination costs primarily related to the reorganization of sales and administrative functions across all segments and the closing of three manufacturing facilities within the Variable Print segment, two manufacturing facilities within the Publishing and Retail Services segment and one manufacturing facility within the International segment; \$25.3 million of lease termination and other

restructuring costs; and \$20.2 million for impairment of other long-lived assets, primarily for machinery and equipment associated with facility closures and other asset disposals.

Acquisition-related expenses: included pre-tax charges of \$5.9 million (\$5.2 million after-tax) related to legal, accounting and other expenses for the year ended December 31, 2013 associated with acquisitions contemplated or completed in subsequent periods. For the year ended December 31, 2012, these pre-tax charges were \$2.5 million (\$2.2 million after-tax).

2012 gain on pension curtailment: included a pre-tax gain of \$3.7 million (\$2.8 million after-tax) for the year ended December 31, 2012, related to the remeasurement of the U.K. pension plan's assets and obligations that was required with the announced freeze on further benefit accruals as of December 31, 2012.

2013 loss on disposal of business: included a pre-tax loss on the disposal of the MRM France direct mail business in the International segment of \$17.9 million (\$12.3 million after-tax).

Loss on investments: included pre-tax impairment losses on equity investments of \$5.5 million (\$3.6 million after-tax) for the year ended December 31, 2013 and \$4.1 million (\$2.6 million after-tax) for the year ended December 31, 2012.

2013 Venezuela devaluation: currency devaluation in Venezuela resulted in a pre-tax loss of \$3.2 million (\$2.0 million after-tax), of which \$1.0 million was included in income attributable to noncontrolling interests.

Loss on debt extinguishment: included a pre-tax loss of \$81.9 million (\$53.9 million after-tax) for the year ended December 31, 2013, related to the premiums paid, unamortized debt issuance costs and other expenses due to the repurchase of \$273.5 million of the 6.125% senior notes due January 15, 2017, \$250.0 million of the 7.25% senior notes due May 15, 2018, \$130.2 million of the 8.60% senior notes due August 15, 2016 and \$100.0 million of the 5.50% senior notes due May 15, 2015. For the year ended December 31, 2012, a pre-tax loss on debt extinguishment of \$16.1 million (\$10.6 million after-tax) was recognized due to the repurchase of \$341.8 million of the 4.95% senior notes due April 1, 2014 and \$100.0 million of the 5.50% senior notes due May 15, 2015 as well as the termination of the Previous Credit Agreement. The loss consisted of \$27.2 million related to the premiums paid, unamortized debt issuance costs and other expenses, partially offset by the elimination of \$11.1 million of the fair value adjustment on the 4.95% senior notes.

Income tax adjustments: included the recognition of a \$58.5 million benefit related to the decline in value and reorganization of certain entities within the Publishing and Retail Services segment and a \$7.2 million benefit for previously unrecognized tax benefits related to the expected resolution of certain federal tax matters for the year ended December 31, 2013. For the year ended December 31, 2012, income tax adjustments included the recognition of \$26.1 million of previously unrecognized tax benefits due to the resolution of certain U.S. federal uncertain tax positions and a \$22.4 million benefit related to the decline in value and reorganization of certain entities within the International segment, partially offset by a valuation allowance provision of \$32.7 million on certain deferred tax assets in Latin America and an \$11.0 million provision related to certain foreign earnings no longer considered to be permanently reinvested.

Operations: reflected price pressures, wage and other inflation in Latin America and Asia, an increase in incentive compensation expense, a decline in pension and other postretirement benefits plan income, the \$22.7 million prior year adjustments to net sales to correct an over-accrual of rebates owed to certain office products customers, lower volume and unfavorable mix within commercial and digital print and directories and lower recoveries on print-related by-products, partially offset by price increases driven by inflation in Latin America, lower depreciation and amortization expense, an increase in capital markets transactions activity, the suspension of the Company's 401(k) match, cost savings from restructuring activities, higher volume and favorable mix within Asia, books and logistics and reduced healthcare costs. Income tax expense for the year ended December 31, 2013 reflected the release of valuation allowances on certain deferred tax assets and the recognition of previously unrecognized tax benefits related

to certain state tax matters. See further details in the review of operating results by segment that follows below.

### 2013 Overview

Net sales increased by 2.5% in 2013 compared to 2012 primarily due to sales from acquisitions, including incremental pass-through postage revenue, as well as price increases driven by inflation in Latin America, an increase in capital markets transactions activity and higher organic volume and favorable mix within Asia, logistics, Global Turnkey Solutions, digital and creative solutions and books. The largest net sales increases were experienced within logistics, primarily due to acquisitions, as well as organic growth in freight brokerage services and print logistics; Asia, due to higher book export and packaging products and technology manuals volume, an increase in pass-through paper sales and changes in foreign exchange rates; Latin America, due to price increases driven by inflation and higher volume in certain products; and financial, due to an increase in capital markets transactions activity. Despite the increase in net sales, the Company experienced the impact of continued economic uncertainty, overcapacity in the industry and electronic substitution on certain product offerings. As a result, these net sales increases were partially offset by price pressures, lower pass-through print management sales and volume within business process outsourcing, a decline in compliance volume within financial, lower volume and unfavorable mix within commercial and digital print, directories and magazines, catalogs and retail inserts and the \$22.7 million prior year adjustments to net sales to correct for an over-accrual of rebates owed to certain office products customers. The largest net sales declines were experienced within business process outsourcing, due to customer losses, primarily impacting pass-through print management sales, as well as real estate and outsourcing services volume; magazines, catalogs and retail

inserts, due to price pressures, lower volume and unfavorable mix in magazines and customers furnishing their own paper; and directories, due to customers furnishing their own paper and the impact of electronic substitution on directories volume.

During the years ended December 31, 2013 and 2012, the Company continued to implement strategic initiatives across all platforms to reduce its overall cost structure and enhance productivity. During the year ended December 31, 2013, the Company realized cost savings of \$30.8 million compared to 2012 from the suspension of the Company's 401(k) match; restructuring activities, including the impact of the prior year reorganization of sales and administrative functions across all segments as well as continuing facility consolidations and reorganizations across certain platforms; and reduced healthcare costs, primarily as a result of lower enrollment and favorable claims experience. As a result of the improving trend in net sales and the benefits of its ongoing cost reduction efforts, the Company anticipates higher full-year employee incentive compensation payouts for 2013 compared to 2012. Incentive compensation expense in 2013 was \$66.6 million, an increase of \$42.5 million as compared to 2012. Of the increase in incentive compensation expense, \$15.5 million, \$9.4 million, \$8.5 million, \$4.8 million and \$4.3 million was reflected in the International, Strategic Services, Publishing and Retail Services and Variable Print segments and Corporate, respectively.

Net cash provided by operating activities for the year ended December 31, 2013 was \$694.8 million as compared to \$691.9 million for the year ended December 31, 2012. The slight increase in net cash provided by operating activities reflected lower pension and other postretirement benefits plan contributions, lower payments in 2013 related to 2012 incentive compensation and the 2013 suspension of the Company's 401(k) match, partially offset by the impact of working capital changes. The Company had a modest increase in working capital during 2013 compared to a significant reduction during 2012. Despite the increase in year-end working capital, the Company's average working capital requirements in 2013 were lower than in 2012 due to an ongoing focus on billing cycle improvement, collections efficiency and inventory management.

During the year ended December 31, 2013, the Company issued \$450.0 million of 7.875% senior notes due March 15, 2021, and \$400.0 million of 7.00% senior notes due February 15, 2022. The proceeds from these offerings were primarily used to repurchase \$273.5 million of the 6.125% senior notes due January 15, 2017, \$250.0 million of the 7.25% senior notes due May 15, 2018, \$130.2 million of the 8.60% senior notes due August 15, 2016 and \$100.0 million of the 5.50% senior notes due May 15, 2015, to reduce borrowings under the Credit Agreement and for general corporate purposes. The repurchases resulted in a pre-tax loss on debt extinguishment of \$81.9 million for the year ended December 31, 2013 related to premiums paid, unamortized debt issuance costs and other expenses. As a result of the repurchases, the Company's annual long-term debt maturities are less than \$360.0 million in each year until 2019. Additionally, in anticipation of the closing of the acquisition of Consolidated Graphics, the Company issued \$350.0 million of 6.50% senior notes due November 15, 2023 during the fourth quarter of 2013.

On January 31, 2014, the Company acquired Consolidated Graphics, a provider of digital and commercial printing, fulfillment services, print management and proprietary Internet-based technology solutions, with operations in North America, Europe and Asia. The purchase price for Consolidated Graphics was \$359.9 million in cash and 16.0 million shares of RR Donnelley common stock, or a total transaction value of \$660.6 million based on the Company's closing share price on January 30, 2014, plus the assumption of Consolidated Graphics' net debt. Immediately following the acquisition, the Company repaid the debt assumed. On January 6, 2014, the Company announced that it had entered into a definitive agreement to acquire substantially all of the North American operations of Esselte. The purchase price includes a combination of cash and up to 1.0 million shares of RR Donnelley common stock for a total transaction value of approximately \$96.5 million. Esselte is a developer and manufacturer of nationally branded and private label office and stationery products. The completion of the Esselte transaction is subject to customary closing conditions. These acquisitions are expected to enhance the Company's existing capabilities and ability to serve its collective customers as well as provide cost savings through the combination of best practices, complementary products and manufacturing and distribution capabilities.

Changes in market interest rates during the year have resulted in an increase in the discount rate assumptions for the Company's most significant pension and other postretirement benefits plans from 4.2% and 3.9%, respectively, as of December 31, 2012, to 5.0% and 4.5%, respectively, as of December 31, 2013. Additionally, the market value of the securities held by the Company's pension and other postretirement benefits plans has increased from \$3,402.4 million as of December 31, 2012 to \$3,914.1 million as of December 31, 2013. Primarily as a result of these factors, the Company's underfunded obligation has decreased from \$1,396.6 million as of December 31, 2012 to \$420.9 million as of December 31, 2013. Future changes in market conditions may lead to changes in discount rates and the market value of the securities held by the plans, which could significantly increase or decrease the funded status of the plans.

## OUTLOOK

### Vision and Strategy

RR Donnelley's vision is to improve on its existing position as a global provider of integrated communications by providing its customers with the highest quality products and services.

The Company's long-term strategy is focused on maximizing long-term shareholder value by driving profitable growth, continuing its focus on productivity and maintaining a disciplined approach to capital deployment. The Company pursues three major strategic objectives, which are summarized below, along with more specific areas of focus.

Strategic Objective	2014 Priorities
Profitable growth	<ul style="list-style-type: none"> <li>—Provide comprehensive communications solutions for targeted vertical segments</li> <li>—Leverage existing customer base to generate organic growth</li> <li>—Targeted mergers and acquisitions</li> </ul>
Productivity and cost control	<ul style="list-style-type: none"> <li>—Maintain variable cost structure</li> <li>—Use technology to continue to increase productivity</li> <li>—Disciplined approach to managing costs</li> </ul>
Cash flow and liquidity	<ul style="list-style-type: none"> <li>—Limit annual debt maturities</li> <li>—Prudent deployment of capital</li> <li>—Disciplined approach to mergers and acquisitions</li> <li>—Achieve a gross leverage ratio within the targeted range</li> <li>—Quarterly Board of Directors' review of dividends</li> </ul>

The Company's long-term strategy is to generate profitable growth. In order to accomplish this, the Company will continue to make targeted capital investments to support new business and leverage its global platform. The Company is focusing its information technology efforts on projects that facilitate integration and make it easier for customers to manage their full range of communication needs. The Company is also working to more fully integrate its sales efforts to broaden customer relationships and meet its customers' demands. The Company's global platform provides differentiated solutions for its customers through its broad range of complementary print-related services, strong logistics capabilities, and its innovative leadership in both conventional and digital technologies.

Management believes productivity improvement and cost reduction are critical to the Company's competitiveness, while enhancing the value the Company delivers to its customers. The Company continues to implement strategic initiatives across all platforms to reduce its overall cost structure and enhance productivity, including restructuring, consolidation, reorganization and integration of operations, and streamlining of administrative and support activities.



The Company seeks to deploy its capital using a balanced approach in order to ensure financial flexibility and provide returns to shareholders. Priorities for capital deployment, over time, include principal and interest payments on debt obligations, distributions to shareholders, targeted acquisitions and capital expenditures. The Company believes that a strong financial condition is important to customers focused on establishing or growing long-term relationships with a stable provider of integrated communications. The Company also expects to make targeted acquisitions that extend its capabilities, drive cost savings and reduce future capital spending needs. The Company's acquisition of Consolidated Graphics and proposed acquisition of Esselte are expected to enhance existing capabilities and improve the ability to serve customers. The Company is focused on successfully integrating the acquisitions and expects to drive cost savings from synergies and provide additional capacity to meet customer needs.

The Company uses several key indicators to gauge progress toward achieving these objectives. These indicators include organic sales growth, operating margins, cash flow from operations and capital expenditures. The Company targets long-term net sales growth at or above industry levels, while maintaining operating margins by achieving productivity improvements that offset the impact of price declines and cost inflation. Cash flows from operations are expected to be stable over time, however, cash flows from operations in any given year can be significantly impacted by the timing of non-recurring or infrequent receipts and expenditures, the level of required pension and other postretirement benefits plan contributions and the impact of working capital management efforts.

The Company faces many challenges and risks as a result of competing in highly competitive global markets. Item 1A, Risk Factors, discusses many of these issues.

#### 2014 Outlook

In 2014, the Company expects net sales to increase over 2013 driven by the acquisition of Consolidated Graphics and the proposed acquisition of Esselte, as well as organic growth across most product and service offerings in the Strategic Services, International and Variable Print segments that are expected to more than offset the anticipated continuing volume declines, price

pressures and lower pass-through paper sales in the Publishing and Retail Services segment. The highly competitive market conditions and unused industry capacity will continue to put price pressure on both transactional work and contract renewals across all segments. The Company's outlook assumes that the U.S. and European economies will grow modestly in 2014, with somewhat faster growth in developing countries and tapered growth in China. The Company expects a slight increase in consumer discretionary spending and a stable or slight increase in the overall level of advertising spending by U.S. businesses, although an anticipated decline in advertising spending for magazines. The Company will continue to leverage its customer relationships in order to provide a larger share of its customers' communications needs. In addition, the Company expects to continue cost control and productivity initiatives, including selected facility consolidations across certain platforms.

The acquisition of Consolidated Graphics and proposed acquisition of Esselte will enhance the Company's existing capabilities and improve its ability to serve its collective customers.

The Company initiated several restructuring actions in 2013 and 2012 to further reduce the Company's overall cost structure. These restructuring actions included the closures of three manufacturing facilities during 2013 as well as the reorganization of certain operations. These and future cost reduction actions are expected to have a positive impact on operating earnings in 2014 and in future years. In addition, the Company expects to identify other cost reduction opportunities in connection with acquired businesses and possibly take further actions in 2014, which may result in significant additional restructuring charges. These restructuring actions will be funded by cash generated from operations and cash on hand or, if necessary, by utilizing the Company's credit facilities.

During the fourth quarter of 2013, management changed the Company's reportable segments to reflect changes in the management reporting structure of the organization and the manner in which the chief operating decision maker regularly assesses information for decision-making purposes, including allocation of resources. The following is a summary of expected changes in net sales and income from operations by segment for 2014 as compared to 2013:

#### Publishing and Retail Services

Net sales in the Publishing and Retail Services segment are expected to decrease in 2014 driven by volume declines and unfavorable mix primarily in books, directories and magazines, price pressures and lower pass-through paper sales. Net sales in magazines, catalogs and retail inserts are also expected to decline due to price reductions on major contract renewals, lower pass-through paper sales and unfavorable mix. Lower volume is expected in magazines, due to an expected decrease in advertising spending and the recent increase in postage prices, and directories, due to the impact of electronic substitution. Net sales in books are expected to decline as a result of electronic substitution, primarily of consumer books, and the impact of state and local budget spending on educational book volumes.

The Company expects operating income in the Publishing and Retail Services segment to decrease from 2013, as a result of lower volume and unfavorable mix and continued price pressures that will be partially offset by an improved cost structure from ongoing productivity efforts and lower depreciation and amortization expense.

#### Variable Print

Net sales in the Variable Print segment are expected to increase in 2014 driven by the acquisition of Consolidated Graphics and proposed acquisition of Esselte, as well as organic growth in certain products. An increase in volume from the healthcare industry is expected to drive higher organic net sales in commercial and digital print. Higher volume in direct mail, in-store marketing materials and packaging is also expected in 2014. Continued volume growth in labels is anticipated, including net sales growth as a result of higher volume in radio-frequency identification labels. The impact on organic office products volume as a result of the merger of certain significant customers cannot currently be estimated, however, higher volume in binders is expected from other customers. These increases are expected to be partially offset by the continued decline of forms and statement printing volume, due to the impact of electronic substitution, and price pressures.

Operating income for the Variable Print segment is expected to increase from 2013 due to the acquisition of Consolidated Graphics and proposed acquisition of Esselte, including cost savings to be derived from synergies and other restructuring activities, as well as organic growth in certain products as described above, partially offset by price pressures.

#### Strategic Services

Net sales in the Strategic Services segment are expected to increase from 2013 primarily due to higher logistics volume, largely driven by continuing growth in freight brokerage services, print logistics and co-mail services. Net sales in financial are expected to increase in 2014 as compared to 2013. Strong capital markets transactions activity is currently expected to continue in 2014, but the level of such activity across the full year will depend on continued favorable market conditions. An increase in compliance volume is also expected due to enhanced service offerings and targeted sales efforts. Net sales for digital and creative solutions and sourcing are expected to increase compared to 2013 due to higher volume.

Operating income in the Strategic Services segment is expected to increase in 2014 as compared to 2013 consistent with the expected organic sales growth described above.

#### International

Net sales in the International segment are expected to increase from 2013 primarily driven by anticipated volume increases in Global Turnkey Solutions, Asia and business process outsourcing, as well as the impact of price inflation in Latin America. Net sales in Asia are expected to increase slightly due to volume growth in book export, packaging products and technology manuals and labels, as well as higher pass-through paper sales, largely offset by price pressures. Business process outsourcing net sales are expected to increase as higher volume in outsourcing services is expected to be partially offset by a decline in print-management pass-through sales. Higher net sales are expected in Global Turnkey Solutions due to volume increases, partially offset by price declines on contract renewals. A net sales increase in Europe is expected due to higher pass-through paper sales and increases in print and packaging, retail inserts and magazine volume, partially offset by projected unfavorable changes in foreign exchange rates, the impact of electronic substitution on directories volume, a decline in technology manuals volume and price pressures. Net sales in Canada are expected to remain constant as increases in labels, statement printing and in-store marketing volume are expected to be offset by declines in commercial and digital print volume and price pressures.

Operating income in the International segment is expected to decrease from 2013 as wage and other inflation in certain countries, price declines and unfavorable mix are expected to more than offset higher volume.

#### Other

The Company's pension and other postretirement benefits plans were underfunded by \$245.4 million and \$175.5 million, respectively, as of December 31, 2013, an improvement of \$908.1 million and \$67.6 million, respectively, compared to December 31, 2012, as reported in the Company's Consolidated Balance Sheets and further described in Note 11, Retirement Plans, to the Consolidated Financial Statements. Governmental regulations for measuring pension plan funded status differ from those required under accounting principles generally accepted in the United States of America ("GAAP") for financial statement preparation. Based on the plans' regulatory funded status, required contributions in 2014 under all pension and other postretirement benefits plans are expected to be approximately \$59 million to \$79 million, which is an increase compared to contributions made in 2013 of \$29.6 million.

As of December 31, 2013, the Company was contributing to two defined benefit multi-employer pension plans. It is reasonably possible that the Company will withdraw from the remaining multi-employer pension plans in the near term, which would give rise to additional withdrawal obligations. The Company currently estimates that the potential withdrawal obligations for these plans range from \$15 million to \$25 million. The Company's withdrawal liabilities may be disproportionate to its current costs of continuing to participate in the plans and could be affected by the financial stability of other employers participating in the plans and any decisions by those employers to withdraw from the plans in the future. As a result of the Consolidated Graphics acquisition, the Company will participate in three additional defined benefit multi-employer pension plans, including a plan from which the Company had previously withdrawn. While it is not possible to quantify the potential impact of future events or circumstances, further reductions in participation or withdrawals from multi-employer pension plans could have a material impact on the Company's consolidated annual results of operations, financial position or cash flows.

Cash flows from operations in 2014 will be negatively impacted by the expected increase in pension and other postretirement benefits plan contributions and higher payments for incentive compensation as well as integration-related restructuring payments related to the acquisition of Consolidated Graphics. These negative impacts are expected to be partially offset by increased operating cash flow from the acquisition of Consolidated Graphics and improved profitability driven by organic net sales growth. The Company expects capital expenditures to be in the range of \$225 million to \$250 million in 2014.

Significant Accounting Policies and Critical Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's most critical accounting policies are those that are most important to the portrayal of its financial condition and results of operations, and which require the Company to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. The Company has identified the following as its most critical accounting policies and judgments. Although management believes that its estimates and assumptions are reasonable, they are based upon information available when they are made, and therefore, actual results may differ from these estimates under different assumptions or conditions.

## Revenue Recognition

The Company recognizes revenue for the majority of its products upon the transfer of title and risk of ownership, which is generally upon shipment to the customer. Contracts and customer agreements generally specify F.O.B. shipping point terms. Under agreements with certain customers, custom products may be stored by the Company for future delivery. In these situations, the Company may also receive a logistics or warehouse management fee for the services it provides. In certain of these cases, delivery and billing schedules are outlined in the customer agreement and product revenue is recognized when manufacturing is complete, title and risk of ownership transfer to the customer, and there is reasonable assurance as to collectability. Because substantially all of the Company's products are customized, product returns are not significant; however, the Company accrues for the estimated amount of customer credits at the time of sale.

Revenue from services is recognized as services are performed. For the Company's logistics operations, whose operations include the delivery of printed material, the Company recognizes revenue upon completion of the delivery of services. Within the Company's financial operations, which serve the global financial services end market, the Company files highly customized materials, such as regulatory S-filings and initial public offerings documents, with the SEC on behalf of its customers, and performs EDGAR-related and XBRL services. Revenue is recognized for these services upon completion of the service performed or following final delivery of the printed product. Within the Company's business process outsourcing operations, the Company provides various outsourcing services. Depending on the nature of the service performed, revenue is recognized for outsourcing services either as services are rendered or upon completion of the service. Revenues related to the Company's digital and creative solutions operations, which include digital content management, photography, color services and page production, are recognized in accordance with the terms of the contract, which are typically upon completion of the performed service and acceptance by the customer.

The Company records deferred revenue in situations where amounts are invoiced but the revenue recognition criteria outlined above are not met. Such revenue is recognized when all criteria are subsequently met.

Certain revenues earned by the Company require judgment to determine if revenue should be recorded gross, as a principal, or net of related costs, as an agent. Billings for third-party shipping and handling costs as well as certain postage costs, primarily in the Company's logistics operations, and out-of-pocket expenses are recorded gross. In the Company's Global Turnkey Solutions operations, each contract is evaluated using various criteria to determine if revenue for components and other materials should be recognized on a gross or net basis. In general, these revenues are recognized on a gross basis if the Company has control over selecting vendors and pricing, is the primary obligor in the arrangement and bears credit risk and the risk of loss for inventory in its possession. Revenue from contracts that do not meet these criteria is recognized on a net basis. Many of the Company's operations process materials, primarily paper, that may be supplied directly by customers or may be purchased by the Company and sold to customers. No revenue is recognized for customer-supplied paper, but revenues for Company-supplied paper are recognized on a gross basis. As a result, the Company's reported sales and margins may be impacted by the mix of customer-supplied paper and Company-supplied paper.

## Accounts Receivable

The Company maintains an allowance for doubtful accounts receivable, which is reviewed for estimated losses resulting from the inability of its customers to make required payments for products and services. Specific customer provisions are made when a review of significant outstanding amounts, utilizing information about customer creditworthiness and current economic trends, indicates that collection is doubtful. In addition, provisions are made at differing rates, based upon the age of the receivable and the Company's past collection experience. The Company's estimates of the recoverability of accounts receivable could change, and additional changes to the allowance could be necessary in the future, if any major customer's creditworthiness deteriorates or actual defaults are higher than the Company's historical experience.

## Inventories

The Company records inventories at the lower of cost or market value. A majority of the Company's inventories are valued under the last-in first-out (LIFO) basis. Changes in inflation indices may cause an increase or decrease in the value of inventories accounted for under the LIFO costing method. The Company maintains inventory allowances for excess and obsolete inventories determined in part by future demand forecasts. If there were a sudden and significant decrease in demand for its products, or if there were a higher incidence of inventory obsolescence because of changing technology and customer requirements, the Company could be required to increase its inventory allowances.

## Goodwill and Other Long-Lived Assets

The Company's methodology for allocating the purchase price of acquisitions is based on established valuation techniques that reflect the consideration of a number of factors, including valuations performed by third-party appraisers when appropriate. Goodwill is measured as the excess of the cost of an acquired entity over the fair value assigned to identifiable assets acquired and liabilities assumed. Based on its current organization structure, the Company has identified nineteen reporting units for which cash flows are determinable and to which goodwill may be allocated. Goodwill is either assigned to a specific reporting unit or allocated between

reporting units based on the relative excess fair value of each reporting unit. Due to the change in the Company's reporting structure, as of December 31, 2013, the Company's goodwill balances for certain reporting units were reallocated based on the relative fair values of the businesses.

The Company performs its goodwill impairment tests annually as of October 31, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. As of October 31, 2013, under the Company's previous organization structure, prior to the reorganization of the Company's reportable segments in the fourth quarter of 2013 (the "Previous Organization Structure"), the Company identified fifteen reporting units for which cash flows were determinable and to which goodwill was allocated. The annual goodwill impairment test, as of October 31, was performed based on the fifteen reporting units identified under the Previous Organization Structure. The Company also performs an interim review for indicators of impairment at each quarter-end to assess whether an interim impairment review is required for any reporting unit. For all periods prior to December 31, 2013, the interim reviews for indicators of impairment were also performed under the Company's Previous Organization Structure. As part of its interim reviews, management analyzes potential changes in the value of individual reporting units based on each reporting unit's operating results for the period compared to expected results as of the prior year's annual impairment test. In addition, management considers how other key assumptions, including discount rates and expected long-term growth rates, used in the last annual impairment test, could be impacted by changes in market conditions and economic events. Based on these interim assessments, management concluded that as of the interim periods, no events or changes in circumstances indicated that it was more likely than not that the fair value for any reporting unit under the Previous Organization Structure had declined below its carrying value. The Company also performed an interim review for impairment as of December 31, 2013, under the Company's current reporting structure. Based on this interim assessment, management concluded that as of December 31, 2013, there were no indicators that the fair value of any of the nineteen reporting units under the current organization structure was more likely than not below its carrying value.

As of October 31, 2013, nine reporting units under the Previous Organization Structure had goodwill. The books and directories, commercial, Latin America, business process outsourcing, Europe and Canada reporting units had no goodwill as of October 31, 2013. The reporting units with goodwill were reviewed for impairment using either a qualitative or quantitative assessment.

#### Qualitative Assessment for Impairment

For the logistics and premedia reporting units under the Previous Organization Structure, the Company performed a qualitative assessment to determine whether it was more likely than not that the fair values of the reporting units were less than their carrying values. As of October 31, 2012, the fair values of the logistics and premedia reporting units exceeded their carrying values by 382.0% and 110.4%, respectively, according to the valuation performed by a third-party appraisal firm.

In performing this analysis, the Company considered various factors, including the effect of market or industry changes and the reporting units' actual results compared to projected results. In addition, management considered how other key assumptions, such as the discount rate, used in the 2012 impairment test could be impacted by changes in market conditions and economic events.

Since October 31, 2012, the market value of the Company's stock has increased and market yields on the Company's debt have decreased. In addition, long-term projections for both reporting units remain in line with what the Company expected as of October 31, 2012. Based on this qualitative assessment, management concluded that as of October 31, 2013, it was more likely than not that the fair values of the logistics and premedia reporting units under the Previous Organization Structure were greater than their carrying values. The goodwill balances of the logistics and premedia reporting units under the Previous Organization Structure were \$291.8 million and \$23.4 million, respectively, as of October 31, 2013.



## Quantitative Assessment for Impairment

For the remaining seven reporting units under the Previous Organization Structure with goodwill, a two-step method was used for determining goodwill impairment. In the first step (“Step One”), the Company compared the estimated fair value of each reporting unit to its carrying value, including goodwill. If the carrying value of a reporting unit exceeded the estimated fair value, the second step (“Step Two”) is completed to determine the amount of the impairment charge. Step Two requires the allocation of the estimated fair value of the reporting unit to the assets, including any unrecognized intangible assets, and liabilities in a hypothetical purchase price allocation. Any remaining unallocated fair value represents the implied fair value of goodwill, which is compared to the corresponding carrying value of goodwill to compute the goodwill impairment charge. The results of Step One of the goodwill impairment test as of October 31, 2013, indicated that the estimated fair values for all seven reporting units exceeded their respective carrying values. Therefore, the Company did not perform Step Two for any of the reporting units.

As part of its impairment test for these reporting units, the Company engaged a third-party appraisal firm to assist in the Company’s determination of the estimated fair value. This determination included estimating the fair value using both the income and market approaches. The income approach requires management to estimate a number of factors for each reporting unit, including projected future operating results, economic projections, anticipated future cash flows, discount rates and the allocation of shared or corporate items. The market approach estimates fair value using comparable marketplace fair value data from within a comparable industry grouping. The Company weighted both the income and market approach equally to estimate the concluded fair value of each reporting unit.

The determination of fair value in Step One and the allocation of that value to individual assets and liabilities in Step Two, if necessary, requires the Company to make significant estimates and assumptions. These estimates and assumptions primarily include, but are not limited to: the selection of appropriate peer group companies; control premiums appropriate for acquisitions in the industries in which the Company competes; the discount rate; terminal growth rates; and forecasts of revenue, operating income, depreciation and amortization, restructuring charges and capital expenditures. The allocation of fair value under Step Two requires several analyses to determine the fair value of assets and liabilities including, among others, trade names, customer relationships, and property, plant and equipment.

As a result of the 2013 annual goodwill impairment test, the Company did not recognize any goodwill impairment charges as the estimated fair values of all reporting units exceeded their respective carrying values.

#### Goodwill Impairment Assumptions

Although the Company believes its estimates of fair value are reasonable, actual financial results could differ from those estimates due to the inherent uncertainty involved in making such estimates. Changes in assumptions concerning future financial results or other underlying assumptions could have a significant impact on either the fair value of the reporting units, the amount of the goodwill impairment charge, or both. Future declines in the overall market value of the Company's equity and debt securities may also result in a conclusion that the fair value of one or more reporting units has declined below its carrying value.

One measure of the sensitivity of the amount of goodwill impairment charges to key assumptions is the amount by which each reporting unit "passed" (fair value exceeds the carrying value) or "failed" (the carrying value exceeds fair value) Step One of the goodwill impairment test. All reporting units passed Step One, with fair values that exceeded the carrying values by between 15.4% and 138.8% of their respective estimated fair values. Relatively small changes in the Company's key assumptions would not have resulted in any reporting units failing Step One.

Generally, changes in estimates of expected future cash flows would have a similar effect on the estimated fair value of the reporting unit. That is, a 1.0% decrease in estimated annual future cash flows would decrease the estimated fair value of the reporting unit by approximately 1.0%. The estimated long-term net sales growth rate can have a significant impact on the estimated future cash flows, and therefore, the fair value of each reporting unit. A 1.0% decrease in the long-term net sales growth rate would have resulted in no reporting units failing Step One of the goodwill impairment test. Of the other key assumptions that impact the estimated fair values, most reporting units have the greatest sensitivity to changes in the estimated discount rate. The discount rate for the reporting units with operations primarily located in the U.S. was estimated to be 9.5% as of October 31, 2013. Estimated discount rates for reporting units with operations primarily in foreign locations ranged from 11.5% to 12.5%. A 1.0% increase in estimated discount rates would have resulted in no reporting units failing Step One. The Company believes that its estimates of future cash flows and discount rates are reasonable, but future changes in the underlying assumptions could differ due to the inherent uncertainty in making such estimates. Additionally, further price deterioration or lower volume could have a significant impact on the fair values of the reporting units.

#### Other Long-Lived Assets

The Company evaluates the recoverability of other long-lived assets, including property, plant and equipment and certain identifiable intangible assets, whenever events or changes in circumstances indicate that the carrying value of an asset or asset group may not be recoverable. The Company performs impairment tests of indefinite-lived intangible assets on an annual basis or more frequently in certain circumstances. Factors which could trigger an impairment review include significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the assets or the strategy for the overall business, a significant decrease in the market value of the assets or significant negative industry or economic trends. When the Company determines that the carrying value of long-lived assets may not be recoverable based upon the existence of one or more of the indicators,

the assets are assessed for impairment based on the estimated future undiscounted cash flows expected to result from the use of the asset and its eventual disposition. If the carrying value of an asset exceeds its estimated future undiscounted cash flows, an impairment loss is recorded for the excess of the asset's carrying value over its fair value. During the year ended December 31, 2013, the Company recognized non-cash impairment charges of \$3.3 million related to acquired customer relationship intangible assets in the financial reporting unit within the Strategic Services segment. In addition, the Company recognized non-cash impairment charges of \$19.0 million during the year ended December 31, 2013, related to land, buildings, machinery and equipment and leasehold improvements, primarily as a result of restructuring actions.

#### Commitments and Contingencies

The Company is subject to lawsuits, investigations and other claims related to environmental, employment, commercial and other matters, as well as preference claims related to amounts received from customers and others prior to their seeking bankruptcy protection. Periodically, the Company reviews the status of each significant matter and assesses potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the related liability is estimable, the Company accrues a liability for the estimated loss. Because of uncertainties related to these matters, accruals are based on the best information available at

the time. As additional information becomes available, the Company reassesses the related potential liability and may revise its estimates.

The Company purchases third-party insurance for workers' compensation, automobile and general liability claims that exceed a certain level. The Company is responsible for the payment of claims below and above these insured limits, and consulting actuaries are utilized to assist the Company in estimating the obligation associated with incurred losses, which are recorded in accrued and other non-current liabilities. Historical loss development factors for both the Company and the industry are utilized to project the future development of incurred losses, and these amounts are adjusted based upon actual claims experience and settlement. If actual experience of claims development is significantly different from these estimates, an adjustment in future periods may be required. Expected recoveries of such losses are recorded in other current and other non-current assets.

#### Restructuring

The Company records restructuring charges when liabilities are incurred as part of a plan approved by management with the appropriate level of authority for the elimination of duplicative functions, the closure of facilities, or the exit of a line of business, generally in order to reduce the Company's overall cost structure. The restructuring liabilities might change in future periods based on several factors that could differ from original estimates and assumptions. These include, but are not limited to: contract settlements on terms different than originally expected; ability to sublease properties based on market conditions at rates or on timelines different than originally estimated; or changes to original plans as a result of acquisitions. Such changes might result in reversals of or additions to restructuring charges that could affect amounts reported in the Consolidated Statements of Operations of future periods.

#### Accounting for Income Taxes

Significant judgment is required in determining the provision for income taxes and related accruals, deferred tax assets and liabilities and any valuation allowance recorded against deferred tax assets. In the ordinary course of business, there are transactions and calculations where the ultimate tax outcome is uncertain. Additionally, the Company's tax returns are subject to audit by various U.S. and foreign tax authorities. The Company recognizes a tax position in its financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities. This recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. The Consolidated Financial Statements as of December 31, 2013 and 2012 reflect these tax positions. Although management believes that its estimates are reasonable, the final outcome of uncertain tax positions may be materially different from that which is reflected in the Company's historical financial statements.

The Company has recorded deferred tax assets related to future deductible items, including domestic and foreign tax loss and credit carryforwards. The Company evaluates these deferred tax assets by tax jurisdiction. The utilization of these tax assets is limited by the amount of taxable income expected to be generated within the allowable carryforward period and other factors. Accordingly, management has provided a valuation allowance to reduce certain of these deferred tax assets when management has concluded that, based on the weight of available evidence, it is more likely than not that the deferred tax assets will not be fully realized. If actual results differ from these estimates, or the estimates are adjusted in future periods, adjustments to the valuation allowance might need to be recorded. As of December 31, 2013 and 2012, valuation allowances of \$268.2 million and \$273.6 million, respectively, were recorded in the Company's Consolidated Balance Sheets.

Deferred U.S. income taxes and foreign taxes are not provided on the excess of the investment value for financial reporting over the tax basis of investments in those foreign subsidiaries for which such excess is considered to be permanently reinvested in those operations. The Company has recognized deferred tax liabilities of \$7.9 million as of December 31, 2013 related to local taxes on certain foreign earnings that are not considered to be permanently reinvested. Management regularly evaluates whether foreign earnings are expected to be permanently reinvested. This

evaluation requires judgment about the future operating and liquidity needs of the Company's foreign subsidiaries. Changes in economic and business conditions, foreign or U.S. tax laws, or the Company's financial situation could result in changes to these judgments and the need to record additional tax liabilities.

#### Share-Based Compensation

The Company recognizes share-based compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options, restricted stock units and performance share units. The Company recognizes compensation expense for share-based awards expected to vest on a straight-line basis over the requisite service period of the award based on their grant date fair value. The amount of expense recognized for these awards is determined by the Company's estimates of several factors, including future forfeitures of awards, expected volatility of the Company's stock, the average life of options prior to expiration and expected performance compared to target for performance share units. See Note 17, Stock and Incentive Programs for Employees, to the Consolidated Financial Statements for further discussion.

Pension and Other Postretirement benefits plans

The Company records annual income and expense amounts relating to its pension and other postretirement benefits plans based on calculations which include various actuarial assumptions including discount rates, expected long-term rates of return, turnover rates, health care cost trend rates and compensation increases. The Company reviews its actuarial assumptions on an annual basis as of December 31 (or more frequently if a significant event requiring remeasurement occurs) and modifies the assumptions based on current rates and trends when it is appropriate to do so. The effects of modifications are recognized immediately on the Consolidated Balance Sheet, but are generally amortized into operating earnings over future periods, with the deferred amount recorded in accumulated other comprehensive income (loss). The Company believes that the assumptions utilized in recording its obligations under its plans are reasonable based on its experience, market conditions and input from its actuaries and investment advisors. The Company determines its assumption for the discount rate to be used for purposes of computing pension and other postretirement benefits plan obligations based on an index of high-quality corporate bond yields and matched-funding yield curve analysis. The discount rates for pension benefits at December 31, 2013 and 2012 were 5.0% and 4.2%, respectively. The discount rates for other postretirement benefits plans at December 31, 2013 and 2012 were 4.5% and 3.9%, respectively.

A one-percentage point change in the discount rates at December 31, 2013 would have the following effects on the accumulated benefit obligation and projected benefit obligation:

Pension Plans

	1%	
	Increase	1% Decrease
	(in millions)	
Accumulated benefit obligation	\$(449.7 )	\$544.4
Projected benefit obligation	(451.5 )	548.1

Other Postretirement Benefits Plans

	1%	
	Increase	1% Decrease
	(in millions)	
Accumulated benefit obligation	\$(33.5 )	\$39.2

Pension and other postretirement benefits plan contributions are dependent on many factors, including returns on invested assets and discount rates used to determine pension obligations. The Company made contributions of \$21.6 million to its pension plans and \$8.0 million to its other postretirement benefits plans in 2013. The Company estimates that it will make cash contributions totaling approximately \$59 million to \$79 million to its pension and other postretirement benefits plans in 2014.

Further benefit accruals under the primary defined benefit plans maintained by the Company have been frozen. On December 20, 2012, the Company announced a freeze on further benefit accruals under its U.K. pension plans as of December 31, 2012. As of January 1, 2013, participants ceased earning additional benefits under the U.K. plan and no new participants entered these plans. The plan freeze required a remeasurement of the plan's assets and obligations as of December 31, 2012, which resulted in a non-cash curtailment gain of \$3.7 million recognized in 2012. Additionally, on February 1, 2012, the Company announced a freeze on further benefit accruals under its Canadian

pension plans as of March 31, 2012. On November 2, 2011, the Company announced a freeze on further benefit accruals under all of its U.S. pension plans as of December 31, 2011. The remeasurement of the U.S. pension plans' assets and obligations resulted in a non-cash curtailment gain of \$38.7 million, which was recognized in the Consolidated Statement of Operations during the fourth quarter of 2011.

The Company employed a total return investment approach for its pension and other postretirement benefits plans whereby a mix of equities, fixed income and, for certain pension plans, alternative investments are used to maximize the long-term return of pension and other postretirement benefits plan assets. The intent of this strategy is to minimize plan contributions by outperforming the growth in plan liabilities over the long run. Risk tolerance is established through careful consideration of plan liabilities, plan funded status and corporate financial condition. The investment portfolios contain a diversified blend of equity, fixed income and, for certain plans, alternative investments. Furthermore, equity investments are diversified across geography, market capitalization and investment style. Fixed income investments are diversified across geography and include holdings of corporate bonds, government and agency bonds and asset-backed securities. Investment risk is measured and monitored on an ongoing basis through annual liability measurements, periodic asset/liability studies and quarterly investment portfolio reviews. As the majority of the Company's pension plans have been frozen as of December 31, 2012, the Company continues to evaluate its investment approach and expects to, over time, transition to a risk management approach for its pension and other postretirement benefits plan investments. The overall investment objective of the risk management approach is to reduce the risk of significant decreases in the plans' funded status.

## Edgar Filing: RR Donnelley & Sons Co - Form 10-K

The expected long-term rate of return for plan assets is based upon many factors including expected asset allocations, historical asset returns, current and expected future market conditions and risk. In addition, the Company considered the impact of the current interest rate environment on the expected long-term rate of return for certain asset classes, particularly fixed income. The target asset allocation percentage for both the pension and other postretirement benefits plans was approximately 75.0% for equity and other securities and approximately 25.0% for fixed income. As the Company shifts to a risk management approach, the target asset allocation percentage is expected to decrease for equity and increase for fixed income, though the target allocation will fluctuate based on the plans' funded status. In addition, the Company will seek to invest in assets that more effectively hedge interest rate risk in the plan liabilities; such investments may include long-duration government or corporate bonds and certain derivative instruments. The expected long-term rate of return on plan assets assumption at December 31, 2013 was 8.0% and 7.25% for the Company's major U.S. and Canadian pension plans, respectively, and 7.25% for the Company's U.S. other postretirement benefits plan. The expected long-term rate of return on plan assets assumption that will be used to calculate net pension and other postretirement benefits plan expense in 2014 is 7.75% and 7.0% for the Company's major U.S. and Canadian pension plans, respectively, and 7.25% for the Company's U.S. other postretirement benefits plan.

The Company also maintains several pension plans in other international locations. The expected returns on plan assets and discount rates for those plans are determined based on each plan's investment approach, local interest rates and plan participant profiles.

### Off-Balance Sheet Arrangements

Other than non-cancelable operating lease commitments, the Company does not have off-balance sheet arrangements, financings or special purpose entities.

### Financial Review

In the financial review that follows, the Company discusses its consolidated results of operations, financial position, cash flows and certain other information. This discussion should be read in conjunction with the Company's consolidated financial statements and related notes that begin on page F-1.

### RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2013 AS COMPARED TO THE YEAR ENDED DECEMBER 31, 2012

The following table shows the results of operations for the years ended December 31, 2013 and 2012, which reflects the results of acquired businesses from the relevant acquisition dates:

	2013	2012	\$ Change	% Change
	(in millions, except percentages)			
Products net sales	\$8,765.8	\$8,835.1	\$(69.3 )	(0.8 %)
Services net sales	1,714.5	1,386.8	327.7	23.6 %
Total net sales	10,480.3	10,221.9	258.4	2.5 %
Products cost of sales (exclusive of depreciation and amortization)	6,816.9	6,874.2	(57.3 )	(0.8 %)
Services cost of sales (exclusive of depreciation and amortization)	1,332.9	1,014.8	318.1	31.3 %
Total cost of sales	8,149.8	7,889.0	260.8	3.3 %
Products gross profit	1,948.9	1,960.9	(12.0 )	(0.6 %)
Services gross profit	381.6	372.0	9.6	2.6 %



Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Total gross profit	2,330.5	2,332.9	(2.4 )	(0.1 %)
Selling, general and administrative expenses (exclusive of depreciation and amortization)	1,181.5	1,102.6	78.9	7.2 %
Restructuring, impairment and other charges—net	133.5	1,118.5	(985.0 )	(88.1 %)
Depreciation and amortization	435.8	481.6	(45.8 )	(9.5 %)
Income (loss) from operations	\$579.7	\$(369.8 )	\$949.5	nm

Consolidated

Net sales of products for the year ended December 31, 2013 decreased \$69.3 million, or 0.8%, to \$8,765.8 million versus the same period in the prior year, including a \$14.2 million, or 0.2%, decrease due to the impact of changes in foreign exchange rates. Net sales of products decreased primarily due to lower sales in the Publishing and Retail Services and Variable Print segments, as a result of lower volume and unfavorable mix, price pressures, lower pass-through paper sales and the \$22.7 million prior year adjustments to net sales to correct for an over-accrual of rebates owed to certain office products customers. Net sales of products increased in the International segment due to price increases driven by inflation in Latin America, higher volume and increased pass-through paper

sales in Asia and favorable mix and higher volume in Global Turnkey Solutions, partially offset by customer losses, primarily resulting in a decline in pass-through print management volume within business process outsourcing. Net sales of products also increased in the Strategic Services segment due to an increase in capital markets transactions activity.

Net sales from services for the year ended December 31, 2013 increased \$327.7 million, or 23.6%, to \$1,714.5 million versus the same period in the prior year, including a \$2.4 million, or 0.2%, impact of unfavorable changes in foreign exchange rates. The increase in net sales from services was primarily due to the acquisitions of Presort and XPO. Net sales from services also increased as a result of higher freight brokerage services and print logistics volume, an increase in digital and creative solutions volume and higher courier services volume, partially offset by a decline in compliance volume in financial services.

Products gross profit decreased \$12.0 million to \$1,948.9 million for the year ended December 31, 2013 versus the same period in 2012. During the fourth quarter of 2013, the Company reallocated certain costs between products cost of sales and services cost of sales, resulting in a \$40.2 million increase in products gross profit for the year ended December 31, 2013 and corresponding decrease in services gross profit. The remaining decrease in products gross profit was primarily due to price pressures, wage and other inflation in Latin America and Asia, lower volume and unfavorable mix within commercial and digital print and directories, the prior year rebate adjustments, higher incentive compensation expense and lower recoveries on print-related by-products, partially offset by price increases driven by inflation in Latin America, higher volume in Asia and Latin America, an increase in capital markets transactions activity, the suspension of the Company's 401(k) match, higher volume and favorable mix within books, cost savings from restructuring activities and reduced healthcare costs due to favorable claims experience and lower enrollment. Products gross margin remained constant at 22.2%, reflecting price pressures, wage and other inflation in Latin America and Asia, the prior year rebate adjustments, higher incentive compensation expense, lower recoveries on print-related by-products and unfavorable mix in certain products, offset by higher prices driven by inflation in Latin America, the change in allocation between products and services cost of sales, the suspension of the Company's 401(k) match, cost savings from restructuring activities, reduced healthcare costs and lower pass-through print management and paper sales.

Services gross profit increased \$9.6 million to \$381.6 million for the year ended December 31, 2013 versus the same period in 2012 primarily due to higher sales in logistics as a result of volume increases in freight brokerage services and print logistics and the acquisition of XPO, as well as the suspension of the Company's 401(k) match, reduced healthcare costs due to favorable claims experience and lower enrollment and cost savings from restructuring activities. These increases were partially offset by the change in allocation between products and services cost of sales described above, wage and other inflation and lower volume within business process outsourcing, higher incentive compensation expense and lower compliance volume in financial services. Services gross margin decreased from 26.8% to 22.3%, of which 2.9 percentage points resulted from pass-through postage sales from the acquisition of Presort and 2.3 percentage points resulted from the change in allocation between products and services cost of sales. The resulting increase was due to the suspension of the Company's 401(k) match, reduced healthcare costs and cost savings from restructuring activities, largely offset by higher incentive compensation expense, wage and other inflation in business process outsourcing and higher organic pass-through postage sales in international mail services.

Selling, general and administrative expenses increased \$78.9 million to \$1,181.5 million, and from 10.8% to 11.3% as a percentage of net sales, for the year ended December 31, 2013 versus the prior year reflecting a decline in pension and other postretirement benefits plan income, higher incentive compensation expense, wage and other inflation in Latin America and Asia and an increase in bad debt expense, partially offset by the suspension of the Company's 401(k) match, cost savings from restructuring activities, lower share-based compensation expense and reduced healthcare costs.

For the year ended December 31, 2013, the Company recorded net restructuring, impairment and other charges of \$133.5 million compared to \$1,118.5 million in 2012. In 2013, these charges included \$40.4 million of employee

termination costs for 1,382 employees, of whom 1,363 were terminated as of December 31, 2013. These charges were the result of the closing of two manufacturing facilities within the Publishing and Retail Services segment and one manufacturing facility within the Variable Print segment and the reorganization of certain operations. Additionally, the Company recorded \$38.4 million of other charges for estimated obligations related to the decision to withdraw from certain multi-employer pension plans. For the year ended December 31, 2013, the Company also incurred lease termination and other restructuring charges of \$33.8 million, of which \$14.7 million related to multi-employer pension plan complete or partial withdrawal charges as a result of facility closures, and \$17.6 million of impairment charges primarily related to buildings and machinery and equipment associated with facility closings. In addition, the Company recorded non-cash charges of \$3.3 million related to the impairment of acquired customer relationship intangible assets in the financial reporting unit within the Strategic Services segment.

For the year ended December 31, 2012, the Company recorded net restructuring, impairment and other charges of \$1,118.5 million. These charges included non-cash pre-tax charges of \$848.4 million for the impairment of goodwill for the magazines, catalogs and retail inserts, books and directories and Europe reporting units under the Previous Organization Structure. The goodwill impairment charges resulted from reductions in the estimated fair value of these reporting units, based on lower expectations for future revenue, profitability and cash flows as compared to expectations as of the previous annual goodwill impairment test. The lower expectations for the magazines, catalogs and retail inserts reporting unit were due to price pressures driven by excess capacity in the industry and erosion of ad pages and circulation for magazines. The lower expectations for the books and directories reporting unit were due to lower demand for educational books as a result of state and local budget constraints, the impact of electronic substitution on consumer book and directory volumes and price pressure driven by excess capacity in the industry. The lower expectations for the

Europe reporting unit were due to lower volumes from existing customers and price pressures driven by excess capacity in the industry. Of the \$848.4 million goodwill impairment charge recorded in the magazines, catalogs and retail inserts, books and directories and Europe reporting units under the Previous Organization Structure, \$669.9 million, \$129.9 million, \$44.9 million and \$3.7 million is now included in the Publishing and Retail Services, Strategic Services, International and Variable Print segments, respectively. In addition, the Company recorded non-cash charges of \$158.0 million related to the impairment of acquired customer relationship intangible assets in the books and directories, magazines, catalogs and retail inserts and Latin America reporting units, under the Previous Organization Structure. For the year ended December 31, 2012, the Company also recorded \$66.6 million for workforce reductions of 2,200 employees (substantially all of whom were terminated as of December 31, 2013) associated with actions resulting from the reorganization of sales and administrative functions across all segments, the closing of three manufacturing facilities within the Variable Print segment, two manufacturing facilities within the Publishing and Retail Services segment and one manufacturing facility within the International segment and the reorganization of certain operations. Additionally, the Company incurred other restructuring charges, including lease termination and other facility closure costs of \$25.3 million and impairment charges of \$20.2 million, primarily related to machinery and equipment associated with facility closings and other asset disposals.

Depreciation and amortization decreased \$45.8 million to \$435.8 million for the year ended December 31, 2013 compared to the prior year, primarily due to the impairment of \$158.0 million of other intangible assets in the fourth quarter of 2012 and the impact of lower capital spending in recent years compared to historical levels. Depreciation and amortization included \$64.0 million and \$87.6 million of amortization of other intangible assets related to customer relationships, patents, trademarks, licenses and agreements and trade names for the years ended December 31, 2013 and 2012, respectively.

Income from operations for the year ended December 31, 2013 was \$579.7 million compared to a loss from operations of \$369.8 million for the year ended December 31, 2012. The increase was primarily due to lower restructuring, impairment and other charges, as well as price increases driven by inflation in Latin America, reduced depreciation and amortization expense, an increase in capital markets transactions activity, the suspension of the Company's 401(k) match, cost savings from restructuring activities, higher volume and favorable mix within Asia, books and logistics and reduced healthcare costs, partially offset by price pressures, wage and other inflation in Latin America and Asia, higher incentive compensation expense, a decline in pension and other postretirement benefits plan income, the prior year rebate adjustments, lower volume and unfavorable mix within commercial and digital print and directories and lower recoveries on print-related by-products.

	2013	2012	\$ Change	% Change	
	(in millions, except percentages)				
Interest expense—net	\$261.4	\$251.8	\$ 9.6	3.8	%
Investment and other expense—net	27.4	2.3	25.1	1,091.3	%
Loss on debt extinguishment	81.9	16.1	65.8	408.7	%

Net interest expense increased by \$9.6 million for the year ended December 31, 2013 versus the prior year, primarily due to lower interest income, higher average interest rates on senior notes and the increase in long-term debt from the issuances of \$1,200.0 million of senior notes, net of repurchases of \$753.7 million during 2013, partially offset by lower average credit facility borrowings and associated fees.

Net investment and other expense for the years ended December 31, 2013 and 2012 was \$27.4 million and \$2.3 million, respectively. For the year ended December 31, 2013, the Company recorded a loss on the disposal of the MRM France direct mail business in the International segment of \$17.9 million, impairment losses on equity investments of \$5.5 million and a \$3.2 million loss related to the devaluation of the Venezuelan currency. The year ended December 31, 2012 included an impairment loss on an equity investment of \$4.1 million.

Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Loss on debt extinguishment for the year ended December 31, 2013 was \$81.9 million related to the premiums paid, unamortized debt issuance costs and other expenses due to the repurchase of \$753.7 million of senior notes. Loss on debt extinguishment for the year ended December 31, 2012 was \$16.1 million due to the repurchase in 2012 of \$441.8 million of senior notes as well as the termination of the Previous Credit Agreement. The loss consisted of \$27.2 million related to the premiums paid, unamortized debt issuance costs and other expenses, partially offset by the elimination of \$11.1 million of the fair value adjustment on the repurchased 4.95% senior notes.

	2013	2012	\$ Change	% Change
	(in millions, except percentages)			
Income (loss) before income taxes	\$209.0	\$(640.0)	\$ 849.0	nm
Income tax expense (benefit)	(9.2 )	13.6	(22.8 )	nm
Effective income tax rate	(4.4 %)	(2.1 %)		

The effective income tax rate for the year ended December 31, 2013 was negative 4.4% compared to negative 2.1% in 2012. The tax rate in 2013 reflected a \$58.5 million benefit related to the decline in value and reorganization of certain entities within the Publishing and Retail Services segment, a benefit of \$7.2 million for the recognition of previously unrecognized tax benefits related to

the expected resolution of certain federal matters, the release of valuation allowances related to certain deferred tax assets and the recognition of previously unrecognized tax benefits related to the expected resolution of certain state tax matters. Additionally, substantially all the international jurisdictions have a statutory tax rate lower than the U.S. federal tax rate and foreign income constitutes a significant portion of total income before income taxes in 2013, resulting in a decrease in the effective tax rate for the year ended December 31, 2013. The 2012 effective tax rate was impacted by the non-deductible goodwill impairment charges, the recognition of \$26.1 million of previously unrecognized tax benefits due to the resolution of certain U.S. federal uncertain tax positions and a \$22.4 million benefit related to the decline in value and reorganization of certain entities within the International segment, partially offset by a valuation allowance provision of \$32.7 million on certain deferred tax assets in Latin America and a provision of \$11.0 million related to certain foreign earnings no longer considered to be permanently reinvested.

Income (loss) attributable to noncontrolling interests was income of \$7.0 million for the year ended December 31, 2013 and a loss of \$2.2 million for the year ended December 31, 2012. The increase in income attributable to noncontrolling interests was primarily due to an increase in earnings of the Company's 50.1% owned Venezuelan subsidiary, which included the impact of inflation on prices, partially offset by wage and other cost inflation.

Net income attributable to RR Donnelley common shareholders for the year ended December 31, 2013 was \$211.2 million, or \$1.15 per diluted share, compared to a net loss attributable to RR Donnelley common shareholders of \$651.4 million, or \$3.61 per diluted share, for the year ended December 31, 2012. In addition to the factors described above, the per share results reflect an increase in weighted average diluted shares outstanding of 3.1 million.

#### Information by Segment

The following tables summarize net sales, income (loss) from operations and certain items impacting comparability within each of the operating segments and Corporate. The amounts included in the net sales by reporting unit tables and the descriptions of the reporting units included therein generally reflect the primary products or services provided by each reporting unit. Included in these net sales amounts are sales of other products or services that may be produced within a reporting unit to meet customer needs and improve operating efficiency.

#### Publishing and Retail Services

	Year Ended December 31,	
	2013	2012
	(in millions, except percentages)	
Net sales	\$ 2,774.8	\$ 2,919.5
Income (loss) from operations	109.6	(659.4 )
Operating margin	3.9 %	(22.6 %)
Restructuring, impairment and other charges—net	73.7	846.2

Reporting unit	2013	2012	\$ Change	% Change
	Net Sales	Net Sales		
	(in millions, except percentages)			
Magazines, catalogs and retail inserts	\$ 1,724.7	\$ 1,815.4	\$ (90.7 )	(5.0 %)
Books	875.2	868.0	7.2	0.8 %
Directories	174.9	236.1	(61.2 )	(25.9 %)
	\$ 2,774.8	\$ 2,919.5	\$ (144.7 )	(5.0 %)

Total  
Publishing and  
Retail Services

Net sales for the Publishing and Retail Services segment for the year ended December 31, 2013 were \$2,774.8 million, a decrease of \$144.7 million, or 5.0%, compared to 2012. Net sales decreased due to price pressures in catalogs, magazines and retail inserts, decreases in pass-through paper sales and lower volume and unfavorable mix in directories, magazines and educational books, partially offset by volume increases in book fulfillment and packaging and consumer books and favorable pricing in directories and books. An analysis of net sales by reporting unit follows:

- Magazines, catalogs and retail inserts: Sales declined due to price pressures, primarily in magazines and catalogs, reduced volume and unfavorable mix in magazines and decreases in pass-through paper sales.
- Books: Sales increased primarily as a result of volume increases in book fulfillment and packaging and consumer books as well as favorable pricing, partially offset by lower volume and unfavorable mix in educational books.
- Directories: Sales decreased primarily as a result of a decline in pass-through paper sales and lower volume as a result of electronic substitution, partially offset by favorable pricing.

32

---

Publishing and Retail Services segment income from operations increased \$769.0 million for the year ended December 31, 2013 due to lower restructuring, impairment and other charges, as well as lower depreciation and amortization expense, higher volume and favorable mix in consumer books and book fulfillment and packaging, the suspension of the Company's 401(k) match, reduced healthcare costs and cost savings from restructuring activities. These increases were partially offset by price pressures, a decline in directories volume, lower recoveries on print-related by-products and higher incentive compensation expense. Operating margins increased from negative 22.6% for the year ended December 31, 2012 to positive 3.9% for the year ended December 31, 2013, of which 26.5 percentage points were due to lower restructuring, impairment and other charges. The remaining change in operating margin was due to price declines, lower recoveries on print-related by-products, higher incentive compensation expense and unfavorable mix, largely offset by lower depreciation and amortization expense, the suspension of the Company's 401(k) match, reduced healthcare costs, cost savings from restructuring activities and a decline in pass-through paper sales.

#### Variable Print

	Year Ended December 31,	
	2013	2012
	(in millions, except percentages)	
Net sales	\$ 2,592.8	\$ 2,637.2
Income from operations	197.9	202.1
Operating margin	7.6 %	7.7 %
Restructuring, impairment and other charges—net	15.6	29.6

Reporting unit	2013	2012	\$ Change	% Change
	Net Sales	Net Sales		
	(in millions, except percentages)			
Commercial and digital print	\$722.9	\$743.9	\$(21.0)	(2.8 %)
Direct mail	548.7	534.4	14.3	2.7 %
Labels	432.5	422.7	9.8	2.3 %
Statement printing	396.5	396.5	—	— %
Forms	253.3	277.2	(23.9)	(8.6 %)
Office products	238.9	262.5	(23.6)	(9.0 %)
Total Variable Print	\$2,592.8	\$2,637.2	\$(44.4)	(1.7 %)

Net sales for the Variable Print segment for the year ended December 31, 2013 were \$2,592.8 million, a decrease of \$44.4 million, or 1.7%, compared to 2012. Net sales decreased due to lower volume and unfavorable mix within commercial and digital print and forms, the \$22.7 million prior year adjustments to net sales to correct for an over-accrual of rebates owed to certain office products customers and price declines. These decreases were partially offset by sales from the acquisition of Meisel and an increase in labels and direct mail volume. An analysis of net sales by reporting unit follows:

- Commercial and digital print: Sales decreased due to lower commercial products volume from existing customers and unfavorable mix, lower print and fulfillment volume and a decline in pass-through postage sales, partially offset by sales from the acquisition of Meisel.



Direct mail: Sales increased as a result of higher volume and increased pass-through postage sales, partially offset by price declines.

·Labels: Sales increased due to higher volume, primarily for consumer goods, partially offset by price pressures.

·Statement printing: Sales remained constant as a result of higher volume, offset by lower pass-through postage sales and price declines.

·Forms: Sales decreased due to lower volume, primarily as a result of electronic substitution, and price pressures.

·Office products: Sales decreased as a result of the prior year rebate adjustments and price declines, partially offset by an increase in binder products volume.

Variable Print segment income from operations decreased \$4.2 million for the year ended December 31, 2013 mainly driven by the prior year rebate adjustments, lower volume and unfavorable mix within commercial and digital print, price pressures and higher incentive compensation expense, partially offset by lower restructuring, impairment and other charges, cost savings from restructuring activities, lower information technology expense, the suspension of the Company's 401(k) match and reduced healthcare costs. Operating margins decreased slightly from 7.7% for the year ended December 31, 2012 to 7.6% for the year ended December 31, 2013, due to the prior year rebate adjustments, price declines, unfavorable mix and higher incentive compensation expense, largely offset by lower restructuring, impairment and other charges, cost savings from restructuring activities, reduced information technology expense, the suspension of the Company's 401(k) match and reduced healthcare costs.

## Strategic Services

	Year Ended December 31,	
	2013	2012
	(in millions, except percentages)	
Net sales	\$ 2,453.0	\$ 2,065.4
Income from operations	232.8	59.0
Operating margin	9.5 %	2.9 %
Restructuring, impairment and other charges—net	19.2	146.6
Gain on pension curtailment	—	1.0

Reporting unit	2013	2012	\$ Change	% Change
	Net Sales	Net Sales		
	(in millions, except percentages)			
Logistics	\$ 1,084.3	\$ 754.1	\$ 330.2	43.8 %
Financial	1,005.3	970.4	34.9	3.6 %
Digital and creative solutions	185.9	173.1	12.8	7.4 %
Sourcing	177.5	167.8	9.7	5.8 %
Total Strategic Services	\$ 2,453.0	\$ 2,065.4	\$ 387.6	18.8 %

Net sales for the Strategic Services segment for the year ended December 31, 2013 were \$2,453.0 million, an increase of \$387.6 million, or 18.8%, compared to 2012, including a \$2.9 million, or 0.1%, decrease due to changes in foreign exchange rates. Net sales increased primarily due to sales from acquisitions, including incremental pass-through postage revenue, as well as an increase in capital markets transactions activity and volume increases in freight brokerage services, print logistics, digital and creative solutions and courier services, partially offset by a decline in compliance volume in financial. An analysis of net sales by reporting unit follows:

- Logistics: Sales increased primarily due to the acquisition of Presort, which included pass-through postage sales, the acquisition of XPO, higher volume in freight brokerage services, print logistics and courier services, higher pass-through postage sales for international mail services and higher co-mail services volume, partially offset by a decrease in expedited and organic international mail services volume.
- Financial: Sales increased due to an increase in capital markets transactions activity and sales from the acquisition of Edgar Online, partially offset by lower compliance volume, lower volume and price pressures in investment management products, a decline in pass-through postage sales and changes in foreign exchange rates.
- Digital and creative solutions: Sales increased due to higher photography, creative and prepress services volume, partially offset by price pressures in prepress services.
- Sourcing: Sales increased due to higher print-management volume in labels and commercial and digital print products.

Strategic Services segment income from operations increased \$173.8 million for the year ended December 31, 2013 mainly driven by lower restructuring, impairment and other charges, an increase in capital markets transactions activity, higher volume in logistics, cost savings from restructuring activities and the suspension of the Company's 401(k) match. These increases were partially offset by higher incentive compensation expense, higher depreciation and amortization expense, primarily due to an increase in software amortization expense and an increase in depreciation expense for acquired assets, and unfavorable mix in digital and creative solutions. Operating margins

increased from 2.9% to 9.5%, of which 6.2 percentage points were due to lower restructuring, impairment and other charges. Additionally, changes in operating margin reflected a decrease of 0.8 percentage points resulting from the impact of pass-through postage sales from the acquisition of Presort. The remaining increase in operating margins reflected cost savings from restructuring activities and the suspension of the Company's 401(k) match, partially offset by higher incentive compensation expense, higher depreciation and amortization expense and unfavorable mix in digital and creative solutions.

## International

	Years Ended December 31,	
	2013	2012
	(in millions, except percentages)	
Net sales	\$ 2,659.7	\$ 2,599.8
Income from operations	147.3	91.6
Operating margin	5.5	% 3.5
Restructuring, impairment and other charges—net	18.9	65.7
Gain on pension curtailment	—	2.7
Acquisition-related expenses	0.2	—

Reporting unit	2013	2012	\$ Change	% Change
	Net Sales	Net Sales		
	(in millions, except percentages)			
Asia	\$743.4	\$650.9	\$92.5	14.2 %
Latin America	511.7	474.2	37.5	7.9 %
Business process outsourcing	491.7	596.3	(104.6)	(17.5 %)
Europe	373.6	358.3	15.3	4.3 %
Global Turnkey Solutions	305.4	289.8	15.6	5.4 %
Canada	233.9	230.3	3.6	1.6 %
Total International	\$2,659.7	\$2,599.8	\$59.9	2.3 %

Net sales in the International segment for the year ended December 31, 2013 were \$2,659.7 million, an increase of \$59.9 million, or 2.3%, compared to the same period in 2012, including a \$13.4 million, or 0.5%, decrease due to changes in foreign exchange rates. The net sales increase was due to price increases driven by inflation and higher volume in Latin America, increased book export and packaging products and technology manuals volume in Asia, higher pass-through paper sales in Asia and Europe and favorable mix and increased volume within Global Turnkey Solutions, partially offset by lower pass-through print management sales and lower volume within business process outsourcing and price pressures. An analysis of net sales by reporting unit follows:

Asia: Sales increased due to higher book export volume, increased pass-through paper sales, higher volume in packaging products and technology manuals and changes in foreign exchange rates, partially offset by price pressures.

Latin America: Sales increased primarily due to price increases driven by inflation, as well as higher volume in security products, catalogs, magazines and labels, partially offset by changes in foreign exchange rates.

Business process outsourcing: Sales decreased due to customer losses, primarily impacting pass-through print management volume, as well as in real estate and outsourcing services, lower volume in direct mail, including the impact of the disposition of the MRM France business, and changes in foreign exchange rates.

Europe: Sales increased due to higher volume in print and packaging, retail inserts and magazines, changes in foreign exchange rates and an increase in pass-through paper sales, partially offset by a decline in technology manuals and directories volume and price pressures.

Global Turnkey Solutions: Sales increased due to favorable mix, higher volume and changes in foreign exchange rates, partially offset by price pressures.

Canada: Sales increased due to an increase in labels and statement printing volume, largely offset by changes in foreign exchange rates.

International segment income from operations increased \$55.7 million primarily due to price increases driven by inflation and higher volume in Latin America, lower restructuring, impairment and other charges, higher volume in Asia, cost savings from restructuring activities and reduced depreciation and amortization expense, partially offset by wage and other inflation in Latin America, Asia and business process outsourcing, price pressures, higher incentive compensation expense, higher information technology costs and an increase in bad debt expense. Operating margins increased from 3.5% for the year ended December 31, 2012 to 5.5% for the year ended December 31, 2013, of which 1.8 percentage points were due to lower restructuring, impairment and other charges. The remainder of the increase reflected price increases driven by inflation in Latin America, cost savings from restructuring activities, lower pass-through print management sales, reduced depreciation and amortization expense and favorable mix, partially offset by wage and other inflation, price pressures and an increase in incentive compensation expense.

## Corporate

The following table summarizes unallocated operating expenses and certain items impacting comparability within the activities presented as Corporate:

	Years Ended December 31,	
	2013	2012
	(in millions)	
Operating expenses	\$ 107.9	\$ 63.1
Restructuring, impairment and other charges—net	6.1	30.4
Acquisition-related expenses	5.7	2.5

Corporate operating expenses in the year ended December 31, 2013 were \$107.9 million, an increase of \$44.8 million compared to the same period in 2012. The increase was driven by lower pension and other postretirement benefits plan income, an increase in workers' compensation expense, higher LIFO inventory provisions, an increase in bad debt expense and higher incentive compensation expense, partially offset by lower restructuring, impairment and other charges, lower share-based compensation expense and the suspension of the Company's 401(k) match.

#### RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2012 AS COMPARED TO THE YEAR ENDED DECEMBER 31, 2011

	Income (Loss)			Net Earnings (Loss)	
	from Operations	Operating Margin		Attributable to RR Donnelley Shareholders	Attributable to RR Donnelley Common Shareholders per Diluted Share
For the year ended December 31, 2011	\$65.2	0.6 %	\$ (122.6 )	\$ (0.63 )	
2012 restructuring, impairment and other charges—net	(1,118.5)	(10.9 %)	(981.9 )	(5.44 )	
2011 restructuring, impairment and other charges—net	667.8	6.3 %	532.8	2.75	
Acquisition-related expenses	(0.3 )	0.0 %	(0.2 )	—	
Net gain (loss) on investments	—	—	(12.1 )	(0.06 )	
Loss on debt extinguishment	—	—	33.5	0.17	
Gain on pension curtailment	(35.0 )	(0.3 %)	(21.5 )	(0.11 )	
2011 acquisition contingent compensation	15.3	0.1 %	9.7	0.05	
Income tax adjustments	—	—	(70.0 )	(0.36 )	
Operations	35.7	0.6 %	(19.1 )	0.02	
For the year ended December 31, 2012	\$(369.8 )	(3.6 %)	\$ (651.4 )	\$ (3.61 )	

2012 restructuring, impairment and other charges—net: included charges of \$848.4 million for the impairment of goodwill within the magazines, catalogs and retail inserts, books, digital and creative solutions, Europe, financial and commercial and digital print reporting units; \$158.0 million for the impairment of other intangible assets within the books, magazines, catalogs and retail inserts, Latin America and commercial and digital print reporting units; pre-tax charges of \$66.6 million for employee termination costs primarily related to the reorganization of sales and administrative functions across all segments and the closing of three manufacturing facilities within the Variable Print segment, two manufacturing facilities within the Publishing and Retail Services segment and one manufacturing

facility within the International segment; \$25.3 million of lease termination and other restructuring costs; and \$20.2 million for impairment of other long-lived assets, primarily for machinery and equipment associated with facility closures and other asset disposals.

2011 restructuring, impairment and other charges —net: included charges of \$392.3 million for the impairment of goodwill within the commercial and digital print, forms, labels, Canada, Latin America, financial and digital and creative solutions reporting units; \$90.7 million for the impairment of other intangible assets primarily within the forms, labels and commercial and digital print reporting units; \$76.7 million for employee termination costs; \$59.6 million of lease termination and other restructuring costs, including multi-employer pension plan complete or partial withdrawal charges of \$15.1 million due to the closing of a manufacturing facility within each of the Publishing and Retail Services, Variable Print and Strategic Services segments; and \$48.5 million for impairment of other long-lived assets, primarily for land, buildings, machinery and equipment and leasehold improvements associated with facility closures.

Acquisition-related expenses: included pre-tax charges of \$2.5 million (\$2.2 million after-tax) related to legal, accounting and other expenses for the year ended December 31, 2012 associated with acquisitions completed or contemplated. For the year ended December 31, 2011, these pre-tax charges were \$2.2 million (\$2.0 million after-tax).

Net gain (loss) on investments: included a pre-tax impairment loss on an equity investment of \$4.1 million (\$2.6 million after-tax) for the year ended December 31, 2012. The year ended December 31, 2011 included a pre-tax gain of \$9.8 million (\$9.5 million after-tax) as a result of the acquisition of Helium, in which the Company previously held an equity investment. The pre-tax gain is net of the Company's portion of the transaction costs incurred by Helium as a result of the acquisition.

Loss on debt extinguishment: included a pre-tax loss of \$16.1 million (\$10.6 million after-tax) for the year ended December 31, 2012 due to the repurchase of \$441.8 million of senior notes as well as the termination of the Previous Credit Agreement. The loss consisted of \$27.2 million related to the premiums paid, unamortized debt issuance costs and other expenses, partially offset by the elimination of \$11.1 million of the fair value adjustment on the repurchased 4.95% senior notes. For the year ended December 31, 2011, a pre-tax loss on debt extinguishment of \$69.9 million (\$44.1 million after-tax) was recognized due to the repurchase of \$427.8 million of senior notes.

Gain on pension curtailment: included a pre-tax gain of \$3.7 million (\$2.8 million after-tax) for the year ended December 31, 2012, related to the remeasurement of the U.K. pension plan's assets and obligations that was required with the announced freeze on further benefit accruals as of December 31, 2012. For the year ended December 31, 2011, the Company recorded a pre-tax gain of \$38.7 million (\$24.3 million after-tax) related to the remeasurement of the U.S. pension plans' assets and obligations that was required with the announced freeze on further benefit accruals under all of the U.S. pension plans as of December 31, 2011.

2011 acquisition contingent compensation: included pre-tax expense of \$15.3 million (\$9.7 million after-tax) related to contingent compensation earned by the prior owners, based on achieving certain volume milestones for the business following its acquisition by the Company.

Income tax adjustments: included for the year ended December 31, 2012, the recognition of \$26.1 million of previously unrecognized tax benefits due to the resolution of certain U.S. federal uncertain tax positions and a \$22.4 million benefit related to the decline in value and reorganization of certain entities within the International segment, partially offset by a valuation allowance provision of \$32.7 million on certain deferred tax assets in Latin America and an \$11.0 million provision related to certain foreign earnings no longer considered to be permanently reinvested. For the year ended December 31, 2011, an income tax benefit of \$74.8 million was recognized related to previously unrecognized tax benefits due to the expiration of U.S. federal statutes of limitation for certain years.

Operations: reflected lower pension and other postretirement benefits plan expense, cost savings from restructuring activities, reduced depreciation and amortization expense and lower incentive compensation expense, partially offset by a net decrease in volume and unfavorable mix, price declines, lower recovery on print-related by-products, the Company's reinstated 401(k) match and higher healthcare costs. Income tax expense for the year ended December 31, 2011 reflected the recognition of previously unrecognized tax benefits due to changes in the expected resolution of certain state tax matters and the release of valuation allowances on certain deferred tax assets. See further details in the review of operating results by segment that follows below.



## Consolidated

The following table shows the results of operations for the years ended December 31, 2012 and 2011, which reflects the results of acquired businesses from the relevant acquisition dates:

	2012	2011	\$ Change	% Change
	(in millions, except percentages)			
Products net sales	\$8,835.1	\$9,375.1	\$(540.0)	(5.8 %)
Services net sales	1,386.8	1,235.9	150.9	12.2 %
Total net sales	10,221.9	10,611.0	(389.1)	(3.7 %)
Products cost of sales (exclusive of depreciation and amortization)	6,874.2	7,185.2	(311.0)	(4.3 %)
Services cost of sales (exclusive of depreciation and amortization)	1,014.8	906.6	108.2	11.9 %
Total cost of sales	7,889.0	8,091.8	(202.8)	(2.5 %)
Products gross profit	1,960.9	2,189.9	(229.0)	(10.5 %)
Services gross profit	372.0	329.3	42.7	13.0 %
Total gross profit	2,332.9	2,519.2	(186.3)	(7.4 %)
Selling, general and administrative expenses (exclusive of depreciation and amortization)	1,102.6	1,236.3	(133.7)	(10.8 %)
Restructuring, impairment and other charges—net	1,118.5	667.8	450.7	67.5 %
Depreciation and amortization	481.6	549.9	(68.3)	(12.4 %)
Income (loss) from operations	\$(369.8)	\$65.2	\$(435.0)	nm

Net sales of products for the year ended December 31, 2012 decreased \$540.0 million, or 5.8%, to \$8,835.1 million versus the same period in the prior year, including an \$87.3 million, or 0.9%, decrease due to the impact of changes in foreign exchange rates. Net sales of products decreased primarily due to lower overall volume across all segments, changes in foreign exchange rates, price pressures, decreased pass-through paper sales and a decline in capital markets transactions activity. These decreases were partially offset by organic growth in Asia, an increase in volume and pass-through print management sales within business process outsourcing and higher sales in office products due to the rebate adjustments to net sales to correct an over-accrual of rebates owed to certain office products customers and higher volume in certain products.

Net sales from services for the year ended December 31, 2012 increased \$150.9 million, or 12.2%, to \$1,386.8 million versus the same period in the prior year, including a \$5.6 million, or 0.5%, impact of unfavorable changes in foreign exchange rates. Net sales from services increased due to higher logistics volume, driven primarily by growth in freight brokerage services and sales from the acquisition of XPO, as well as higher volume in digital and creative solutions and increased volume in XBRL financial services.

Products gross profit decreased \$229.0 million to \$1,960.9 million for the year ended December 31, 2012 versus the prior year, primarily due to lower overall volume, price pressures, lower recoveries on print-related by-products, the reinstatement of the Company's 401(k) match and wage and other inflation in Latin America and Asia, partially offset by cost savings from restructuring activities, lower pension and other postretirement benefits plan expense primarily resulting from the freeze on further benefit accruals under all U.S. and Canadian pension plans beginning January 1, 2012 and April 1, 2012, respectively, the rebate adjustments and lower incentive compensation expense. Products gross margin decreased from 23.4% to 22.2%, reflecting unfavorable product mix, price pressures, lower recovery on print-related by-products, the Company's reinstated 401(k) match, wage and other inflation and higher pass-through print management sales, partially offset by cost savings from restructuring activities, lower pension and other postretirement benefits plan expense, a decline in pass-through paper sales, the rebate adjustments and lower incentive compensation expense.

Services gross profit increased \$42.7 million to \$372.0 million for the year ended December 31, 2012 versus the prior year primarily due to higher logistics volume, lower pension and other postretirement benefits plan expense resulting from the freeze on further benefit accruals under all U.S. and Canadian pension plans, cost savings from restructuring activities and lower incentive compensation expense, partially offset by unfavorable mix in financial services, the Company's reinstated 401(k) match, price pressures in financial services and digital and creative solutions and wage and other inflation in business process outsourcing. Services gross profit margin increased from 26.6% to 26.8%, reflecting lower pension and other postretirement benefits plan expense, cost savings from restructuring activities, lower incentive compensation expense and favorable mix in logistics, largely offset by unfavorable mix and pricing in financial services, the Company's reinstated 401(k) match and wage and other inflation.

Selling, general and administrative expenses decreased \$133.7 million to \$1,102.6 million, and from 11.7% to 10.8% as a percentage of net sales, for the year ended December 31, 2012 versus the prior year due to lower pension and other postretirement benefits plan expense, primarily resulting from the freeze on further benefit accruals under all U.S. and Canadian pension plans, cost savings from restructuring activities and lower incentive compensation expense.

For the year ended December 31, 2012, the Company recorded net restructuring, impairment and other charges of \$1,118.5 million compared to \$667.8 million in 2011. In 2012, these charges included non-cash pre-tax charges of \$848.4 million for the impairment of goodwill for the magazines, catalogs and retail inserts, books and directories and Europe reporting units under the Previous Organization Structure. The goodwill impairment charges resulted from reductions in the estimated fair value of these reporting units, based on lower expectations for future revenue, profitability and cash flows as compared to expectations as of the previous annual goodwill impairment test. The lower expectations for the magazines, catalogs and retail inserts reporting unit were due to price pressures driven by excess capacity in the industry and erosion of ad pages and circulation for magazines. The lower expectations for the books and directories reporting unit were due to lower demand for educational books as a result of state and local budget constraints, the impact of electronic substitution on consumer book and directory volumes and price pressure driven by excess capacity in the industry. The lower expectations for the Europe reporting unit were due to lower volumes from existing customers and price pressures driven by excess capacity in the industry. Of the \$848.4 million goodwill impairment charge recorded in the magazines, catalogs and retail inserts, books and directories and Europe reporting units under the Previous Organization Structure, \$669.9 million, \$129.9 million, \$44.9 million and \$3.7 million is now included in the Publishing and Retail Services, Strategic Services, International and Variable Print segments, respectively. In addition, the Company recorded non-cash charges of \$158.0 million related to the impairment of acquired customer relationship intangible assets in the books and directories, magazines, catalogs and retail inserts and Latin America reporting units under the Previous Organization Structure. For the year ended December 31, 2012, the Company also recorded \$66.6 million for workforce reductions of 2,200 employees (substantially all of whom were terminated as of December 31, 2013) associated with actions resulting from the reorganization of sales and administrative functions across all segments, the closing of three manufacturing facilities within the Variable Print segment, two manufacturing facilities within the Publishing and Retail Services segment and one manufacturing facility within the International segment and the reorganization of certain operations. Additionally, the Company incurred other restructuring charges, including lease termination and other facility closure costs of \$25.3 million and impairment charges of \$20.2 million, primarily related to machinery and equipment associated with facility closings and other asset disposals.

For the year ended December 31, 2011, the Company recorded restructuring, impairment and other charges of \$667.8 million. These charges included non-cash pre-tax charges of \$392.3 million for the impairment of goodwill in the commercial, forms and labels, Canada and Latin America reporting units reporting units under the Previous Organization Structure. The goodwill impairment charges resulted from reductions in the estimated fair value of these reporting units based on lower expectations for future revenue, profitability and cash flows due to the continued impact of electronic substitution on demand for business forms and other products and price pressures. Of the \$392.3 million goodwill impairment charge recorded in the commercial, forms and labels, Canada and Latin America reporting units under the Previous Organization Structure, \$267.4 million, \$116.0 million and \$8.9 million is now included in the Variable Print, International and Strategic Services segments, respectively. In addition, the Company recorded non-cash charges of \$90.7 million primarily related to the impairment of acquired customer relationship intangible assets in the forms and labels reporting unit under the Previous Organization Structure. For the year ended December 31, 2011, the Company also recorded \$76.7 million for workforce reductions of 2,899 employees (all of whom were terminated as of December 31, 2013) associated with actions resulting from the reorganization of certain operations, primarily related to the closings of certain facilities and headcount reductions due to the Bowne acquisition, and the closing of four manufacturing facilities within the Publishing and Retail Services segment and one manufacturing facility within the Variable Print segment. Additionally, the Company incurred other restructuring charges, including lease termination and other facility closure costs of \$59.6 million, of which \$15.1 million related to multi-employer pension plan complete or partial withdrawal charges primarily due to the closing of three manufacturing facilities, and \$48.5 million of impairment charges primarily for land, buildings, machinery and equipment and leasehold improvements associated with facility closings.

Depreciation and amortization decreased \$68.3 million to \$481.6 million for the year ended December 31, 2012 compared to the prior year, primarily due to the impact of lower capital spending in recent years compared to historical levels, certain other intangible assets becoming fully amortized during the period and the impairment of

\$158.0 million and \$90.7 million of other intangible assets in the fourth quarters of 2012 and 2011, respectively. Depreciation and amortization included \$87.6 million and \$112.2 million of amortization of other intangible assets related to customer relationships, patents, trademarks, licenses and agreements and trade names for the years ended December 31, 2012 and 2011, respectively.

The loss from operations for the year ended December 31, 2012 was \$369.8 million compared to income from operations of \$65.2 million for the year ended December 31, 2011. The decrease was due to higher restructuring, impairment and other charges, lower overall volume, price declines, lower recovery on print-related by-products, wage and other inflation in Latin America and Asia, the Company's reinstated 401(k) match and higher healthcare costs, partially offset by lower pension and other postretirement benefits plan expense net of the prior year gain on pension curtailment, cost savings from restructuring activities, lower depreciation and amortization expense, lower incentive compensation expense and the rebate adjustments.

	2012	2011	\$ Change	% Change
	(in millions, except percentages)			
Interest expense—net	\$251.8	\$243.3	\$ 8.5	3.5 %
Investment and other expense (income)—net	2.3	(10.6 )	12.9	nm
Loss on debt extinguishment	16.1	69.9	(53.8 )	(77.0 %)

39

Net interest expense increased by \$8.5 million for the year ended December 31, 2012 versus the prior year, primarily due to higher average interest rates on senior notes and higher average credit facility borrowings and associated fees, partially offset by increased interest income on short-term investments.

Net investment and other expense (income) for the years ended December 31, 2012 and 2011 was expense of \$2.3 million and income of \$10.6 million, respectively. The year ended December 31, 2012 included an impairment loss on an equity investment of \$4.1 million. The year ended December 31, 2011 included a \$10.0 million gain recognized on the acquisition of Helium, in which the Company previously held an equity investment.

Loss on debt extinguishment for the year ended December 31, 2012 was \$16.1 million due to the repurchase in 2012 of \$441.8 million of senior notes, as well as the termination of the Previous Credit Agreement. The loss consisted of \$27.2 million related to the premiums paid, unamortized debt issuance costs and other expenses, partially offset by the elimination of \$11.1 million of the fair value adjustment on the repurchased 4.95% senior notes. Loss on debt extinguishment for the year ended December 31, 2011 was \$69.9 million due to the repurchases in 2011 of \$427.8 million of senior notes.

	2012	2011	\$ Change	% Change
	(in millions, except percentages)			
Loss before income taxes	\$(640.0)	\$(237.4)	\$(402.6 )	169.6 %
Income tax expense (benefit)	13.6	(116.3)	129.9	nm
Effective income tax rate	(2.1 %)	49.0 %		

The effective income tax rate for the year ended December 31, 2012 was negative 2.1% compared to positive 49.0% in 2011. The 2012 effective tax rate was impacted by the non-deductible goodwill impairment charges and the recognition of \$26.1 million of previously unrecognized tax benefits due to the resolution of certain U.S. federal uncertain tax positions and a \$22.4 million benefit related to the decline in value and reorganization of certain entities within the International segment, partially offset by a valuation allowance provision of \$32.7 million on certain deferred tax assets in Latin America and a provision of \$11.0 million related to certain foreign earnings no longer considered to be permanently reinvested. The effective tax rate for the year ended December 31, 2011 reflected the recognition of \$74.8 million of previously unrecognized tax benefits due to the expiration of U.S. federal statutes of limitations for certain years and changes in the expected resolution of certain state tax matters, as well as the release of valuation allowances on certain deferred tax assets in the U.S. and Europe.

Income (loss) attributable to noncontrolling interests was a loss of \$2.2 million for the year ended December 31, 2012 and income of \$1.5 million for the year ended December 31, 2011.

Net loss attributable to RR Donnelley common shareholders for the year ended December 31, 2012 was \$651.4 million, or \$3.61 per diluted share, compared to \$122.6 million, or \$0.63 per diluted share, for the year ended December 31, 2011. In addition to the factors described above, the per share results reflect a decrease in weighted average diluted shares outstanding of 13.4 million primarily due to the purchase of shares as a result of an accelerated share repurchase in 2011.

#### Information by Segment

The following tables summarize net sales, income (loss) from operations and certain items impacting comparability within each of the operating segments and Corporate. The amounts included in the net sales by reporting unit tables and the descriptions of the reporting units included therein generally reflect the primary products or services provided by each reporting unit. Included in these net sales amounts are sales of other products or services that may be produced within a reporting unit to meet customer needs and improve operating efficiency.

## Publishing and Retail Services

	Year Ended December 31,	
	2012	2011
	(in millions, except percentages)	
Net sales	\$ 2,919.5	\$ 3,175.1
Income (loss) from operations	(659.4 )	227.6
Operating margin	(22.6 %)	7.2 %
Restructuring, impairment and other charges—net	846.2	52.8

---

40

Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Reporting unit	2012	2011	\$ Change	% Change
	Net Sales	Net Sales		
	(in millions, except percentages)			
Magazines, catalogs and retail inserts	\$1,815.4	\$1,923.7	\$(108.3 )	(5.6 %)
Books	868.0	973.5	(105.5 )	(10.8 %)
Directories	236.1	277.9	(41.8 )	(15.0 %)
Total Publishing and Retail Services	\$2,919.5	\$3,175.1	\$(255.6 )	(8.1 %)

Net sales for the Publishing and Retail Services segment for the year ended December 31, 2012 were \$2,919.5 million, a decrease of \$255.6 million, or 8.1%, compared to 2011. Net sales decreased due to a decline in pass-through paper sales, lower volume in educational books, price pressures in magazines, catalogs and retail inserts and books and lower volume and unfavorable mix in consumer books, magazines, directories, book fulfillment and packaging and retail inserts, partially offset by higher catalog volume. An analysis of net sales by reporting unit follows:

Magazines, catalogs and retail inserts: Sales declined due to decreases in pass-through paper sales, unfavorable product mix in magazines and retail inserts, due to lower advertising spending, and price pressures, partially offset by higher catalog volume.

Books: Sales decreased due to lower volume in educational and consumer books, primarily as a result of the continuing impact of lower levels of state funding for educational materials and electronic substitution for consumer books, as well as lower book fulfillment and packaging volume and price declines.

Directories: Sales decreased due to lower volume as well as a decline in pass-through paper sales, partially offset by favorable pricing.

Publishing and Retail Services segment income from operations decreased \$887.0 million for the year ended December 31, 2012 mainly driven by higher restructuring, impairment and other charges, as well as lower volume and unfavorable mix, price pressures, lower recoveries on print-related by-products, the reinstatement of the Company's 401(k) match and an increase in healthcare costs, partially offset by cost savings from restructuring activities, reduced depreciation and amortization expense and lower incentive compensation expense. Operating margins decreased from positive 7.2% for the year ended December 31, 2011 to negative 22.6% for the year ended December 31, 2012, of which 25.0 percentage points were due to higher restructuring, impairment and other charges. The remaining decrease was due to price pressures, lower recoveries on print-related by-products, unfavorable mix in magazines and retail inserts, the reinstatement of the Company's 401(k) match and higher healthcare costs, partially offset by cost savings from restructuring activities, reduced depreciation and amortization expense, a decline in pass-through paper sales and lower incentive compensation expense.

Variable Print

	Year Ended December 31,	
	2012	2011
	(in millions, except percentages)	
Net sales	\$ 2,637.2	\$ 2,764.0
Income (loss) from operations	202.1	(204.7 )
Operating margin	7.7 %	(7.4 %)
Restructuring, impairment and other charges—net	29.6	387.7

Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Reporting unit	2012 Net Sales	2011 Net Sales	\$ Change	% Change
(in millions, except percentages)				
Commercial and digital print	\$743.9	\$822.9	\$(79.0)	(9.6%)
Direct mail	534.4	565.5	(31.1)	(5.5%)
Labels	422.7	417.3	5.4	1.3%
Statement printing	396.5	419.2	(22.7)	(5.4%)
Forms	277.2	318.4	(41.2)	(12.9%)
Office products	262.5	220.7	41.8	18.9%
Total Variable Print	\$ 2,637.2	\$ 2,764.0	\$ (126.8)	(4.6%)

Net sales for the Variable Print segment for the year ended December 31, 2012 were \$2,637.2 million, a decrease of \$126.8 million, or 4.6%, compared to 2011. Net sales decreased due to lower volume in commercial and digital print, forms, labels, direct mail and statement printing, as well as price declines, partially offset by the \$22.7 million adjustments to net sales to correct for an



Edgar Filing: RR Donnelley & Sons Co - Form 10-K

over-accrual of rebates owed to certain office products customers, favorable pricing and higher volume in office products and sales from the acquisition of Stratus. An analysis of net sales by reporting unit follows:

Commercial and digital print: Sales decreased due to lower volume from existing customers, as well as a decline in print and fulfillment volume and price pressures.

Direct mail: Sales decreased as a result of lower volume and unfavorable mix, due in part to a decline in advertising spending by customers, a decline in pass-through postage sales and lower pricing.

Labels: Sales increased due to sales from the acquisition of Stratus, partially offset by lower volume and price declines.

Statement printing: Sales decreased as a result of lower volume, due in part to electronic substitution, and lower pricing, partially offset by higher pass-through postage sales.

Forms: Sales declined due to lower volume, primarily as a result of electronic substitution, and price declines.

Office products: Sales increased as the result of the rebate adjustments described above, higher volume in binder and note-taking products from existing customers and favorable pricing.

Variable Print segment income from operations increased \$406.8 million for the year ended December 31, 2012 mainly driven by lower restructuring, impairment and other charges, cost savings from restructuring activities, reduced depreciation and amortization expense, the rebate adjustments and lower incentive compensation expense, partially offset by lower volume and unfavorable mix in commercial and digital print, direct mail and statement printing, the reinstatement of the Company's 401(k) match, lower recoveries on print-related by-products, price pressures and higher healthcare costs. Operating margins increased from negative 7.4% for the year ended December 31, 2011 to positive 7.7% for the year ended December 31, 2012, of which 13.0 percentage points were due to lower restructuring, impairment and other charges. The remaining increase was due to cost savings from restructuring activities, lower depreciation and amortization expense, the rebate adjustments and lower incentive compensation expense, partially offset by the reinstatement of the Company's 401(k) match, lower recoveries on print-related by-products, price declines, unfavorable mix and higher healthcare costs.

Strategic Services

	Year Ended December 31,	
	2012	2011
	(in millions, except percentages)	
Net sales	\$ 2,065.4	\$ 2,058.8
Income from operations	59.0	180.6
Operating margin	2.9 %	8.8 %
Restructuring, impairment and other charges—net	146.6	71.9
Gain on pension curtailment	1.0	—

Reporting unit	2012	2011	\$ Change	% Change
	Net Sales	Net Sales		
	(in millions, except percentages)			
Financial	\$970.4	\$1,062.1	\$ (91.7 )	(8.6%)
Logistics	754.1	671.2	82.9	12.4%
Digital and creative solutions	173.1	162.4	10.7	6.6 %
Sourcing	167.8	163.1	4.7	2.9 %
Total Strategic Services	\$ 2,065.4	\$ 2,058.8	\$ 6.6	0.3 %

Net sales for the Strategic Services segment for the year ended December 31, 2012 were \$2,065.4 million, an increase of \$6.6 million, or 0.3%, compared to 2011, including a \$2.4 million, or 0.1%, decrease due to changes in foreign

exchange rates. Net sales increased primarily due to higher freight brokerage services volume, sales from the acquisition of XPO and an increase in other logistics services volume, as well higher volume in XBRL financial services and digital and creative solutions, largely offset by a decline in capital markets transactions activity and price pressures in financial and digital and creative solutions. An analysis of net sales by reporting unit follows:

Financial: Sales decreased primarily due to a decline in capital markets transactions activity, lower volume in investment management, compliance and other financial print products as well as price pressures, partially offset by an increase in XBRL financial services volume and sales from the acquisition of Edgar Online.

Logistics: Sales increased primarily due to higher freight brokerage services volume, as well as sales from the acquisition of XPO and volume increases in courier services, co-mail services and expedited services volume.

Digital and creative solutions: Sales increased due to higher photography services volume from existing customers, partially offset by price declines on prepress and photography contract renewals.

42

---

Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Sourcing: Sales increased due to higher volume in forms and labels products, partially offset by lower pass-through postage sales for commercial and digital print products.

Strategic Services segment income from operations decreased \$121.6 million for the year ended December 31, 2012 mainly driven by higher restructuring, impairment and other charges, as well as a decrease in capital markets transactions activity, price pressures in financial and digital and creative solutions, the reinstatement of the Company's 401(k) match and higher depreciation and amortization expense due in part to an increase in software amortization expense, partially offset by cost savings from restructuring activities, higher volume in logistics and lower incentive compensation expense. Operating margins decreased from 8.8% to 2.9%, of which 3.6 percentage point were due to higher restructuring, impairment and other charges. The remaining decrease was due to price pressures, the reinstatement of the Company's 401(k) match, higher depreciation and amortization expense and unfavorable mix in financial, partially offset by cost savings from restructuring activities and lower incentive compensation expense.

International

	Years Ended December 31,	
	2012	2011
	(in millions, except percentages)	
Net sales	\$ 2,599.8	2,613.1
Income from operations	91.6	23.6
Operating margin	3.5 %	0.9 %
Restructuring, impairment and other charges—net	65.7	143.1
Gain on pension curtailment	2.7	—

Reporting unit	2012 Net Sales	2011 Net Sales	\$ Change	% Change
	(in millions, except percentages)			
Asia	\$650.9	\$566.8	\$ 84.1	14.8 %
Business process outsourcing	596.3	574.2	22.1	3.8 %
Latin America	474.2	517.0	(42.8 )	(8.3 %)
Europe	358.3	420.7	(62.4 )	(14.8 %)
Global Turnkey Solutions	289.8	290.9	(1.1 )	(0.4 %)
Canada	230.3	243.5	(13.2 )	(5.4 %)
Total International	\$2,599.8	\$2,613.1	\$ (13.3 )	(0.5 %)

Net sales for the International segment for the year ended December 31, 2012 were \$2,599.8 million, a decrease of \$13.3 million, or 0.5%, compared to the prior year. The net sales decrease was primarily due to the impact of changes in foreign exchange rates of \$90.4 million, or 3.4%, as well as decreased technology manuals and directories volume in Europe, the loss of a Global Turnkey Solutions customer during 2011, lower book volume in Latin America, price pressures and a decline in commercial and digital print and forms volume in Canada, largely offset by increased packaging products and technology manuals and book export volume in Asia, higher pass-through print management sales and volume within business process outsourcing, an increase in pass-through paper sales in Asia and Europe and higher volume from new and existing customers in Global Turnkey Solutions. An analysis of net sales by reporting unit follows:

## Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Asia: Sales increased due to higher volume in packaging products and technology manuals, higher book export volume, increased pass-through paper sales and changes in foreign exchange rates, partially offset by price declines. Business process outsourcing: Sales increased due to higher volume and pass-through sales in print management and an increase in outsourcing services volume, partially offset by changes in foreign exchange rates and lower direct mail volume.

Latin America: Sales decreased due to changes in foreign exchange rates and declines in book volume, partially offset by price increases driven by inflation and higher catalog, magazine, security products and forms volume.

Europe: Sales decreased due to lower technology manuals volume, changes in foreign exchange rates and a decrease in directories volume, partially offset by increased retail inserts and magazine volume and higher pass-through paper sales.

Global Turnkey Solutions: Sales decreased slightly due to lower volume from the loss of a customer during 2011, as well as changes in foreign exchange rates, price pressures and unfavorable mix, largely offset by volume increases from new and existing customers.

Canada: Sales decreased due to volume declines in commercial and digital print and forms, as well as changes in foreign exchange rates, partially offset by higher statement printing volume for a new customer.

International segment income from operations increased \$68.0 million primarily due to lower restructuring, impairment and other charges, cost savings from restructuring activities, higher volume in Asia, price increases driven by inflation and higher volume in Latin America, reduced depreciation and amortization expense and lower incentive compensation expense, partially offset by wage and other inflation in Latin America and Asia, decreased technology manuals and directories volume in Europe and price pressures. Operating margins increased from 0.9% for the year ended December 31, 2011 to 3.5% for the year ended December 31, 2012, of which lower restructuring and impairment charges of 3.0 percentage points more than accounted for the increase. The resulting decrease in operating margins was due to wage and other inflation, price pressures, higher pass-through paper and print management sales and unfavorable mix.

## Corporate

The following table summarizes unallocated operating expenses and certain items impacting comparability within the activities presented as Corporate:

	Years Ended December 31,	
	2012	2011
	(in millions)	
Operating expenses	\$ 63.1	\$ 161.9
Restructuring, impairment and other charges—net	30.4	12.3
Acquisition-related expenses	2.5	2.2
Gain on pension curtailment	—	38.7
Acquisition contingent compensation	—	15.3

Corporate operating expenses in the year ended December 31, 2012 were \$63.1 million, a decrease of \$98.8 million compared to the same period in 2011. The decrease was driven by lower pension and other postretirement benefits plan expense, primarily related to the freeze on further benefit accruals for all U.S. and Canadian pension plans as of January 1, 2012 and April 1, 2012, respectively, acquisition contingent compensation expense in the prior year, lower incentive compensation expense and lower LIFO inventory provisions, partially offset by higher restructuring, impairment and other charges and the reinstatement of the Company's 401(k) match.

## LIQUIDITY AND CAPITAL RESOURCES

The Company believes it has sufficient liquidity to support its ongoing operations and to invest in future growth to create value for its shareholders. Operating cash flows and the Company's \$1.15 billion senior secured revolving credit facility (the "Credit Agreement") are the Company's primary sources of liquidity and are expected to be used for, among other things, payment of interest and principal on the Company's long-term debt obligations, distributions to shareholders that may be approved by the Board of Directors, acquisitions, capital expenditures as necessary to support productivity improvement and growth and completion of restructuring programs.

The following describes the Company's cash flows for the years ended December 31, 2013, 2012 and 2011.

### Cash Flows From Operating Activities

Operating cash inflows are largely attributable to sales of the Company's products and services. Operating cash outflows are largely attributable to recurring expenditures for raw materials, labor, rent, interest, taxes and other operating activities.

2013 compared to 2012

Net cash provided by operating activities for the year ended December 31, 2013 was \$694.8 million as compared to \$691.9 million for the year ended December 31, 2012. The slight increase in net cash provided by operating activities primarily reflected lower pension and other postretirement benefits plan contributions, lower payments in 2013 related to 2012 incentive compensation and the 2013 suspension of the Company's 401(k) match, partially offset by working capital changes. The Company had a modest increase in working capital in 2013 compared to a significant reduction in 2012. Despite the increase in year-end working capital, the Company's average working capital requirements in 2013 were lower than in 2012 due to ongoing focus on billing cycle improvement, collections efficiency and inventory management.

2012 compared to 2011

Net cash provided by operating activities was \$691.9 million for the year ended December 31, 2012, compared to \$946.3 million for the year ended December 31, 2011. The decrease in cash provided by operating activities primarily resulted from higher pension and other postretirement benefits plan contributions, lower net sales and the timing of cash collections and payments related to

the Company's reinstated 401(k) match. These decreases were partially offset by lower incentive compensation payments in the first quarter of 2012 (for incentives earned in 2011) compared to 2011 (for incentives earned in 2010) and shifts in the timing of payments to suppliers.

#### Cash Flows From Investing Activities

##### 2013 compared to 2012

Net cash used in investing activities for the year ended December 31, 2013 was \$212.4 million compared to \$284.8 million for the year ended December 31, 2012. Capital expenditures were \$216.6 million during the year ended December 31, 2013, an increase of \$10.7 million as compared to the same period of 2012. Additionally, cash used in investing activities reflected \$12.0 million related to cash incentive payments made to the purchaser in connection with the disposal of MRM France during the year ended December 31, 2013. Cash used in investing activities for the year ended December 31, 2012 included \$126.9 million for the acquisitions of Edgar Online, Meisel, XPO and Presort, partially offset by cash proceeds from the sale of investments and other assets of \$50.7 million, primarily related to the sale-leaseback of an office building and related property. The Company continues to fund capital expenditures primarily through cash provided by operations.

##### 2012 compared to 2011

Net cash used in investing activities for the year ended December 31, 2012 was \$284.8 million compared to \$375.4 million for the year ended December 31, 2011. Capital expenditures for the year ended December 31, 2012 were \$205.9 million, a decrease of \$45.0 million compared to 2011. The Company also recorded cash proceeds from the sale of investments and other assets of \$50.7 million during the year ended December 31, 2012, primarily related to the sale-leaseback of an office building and related property, compared to \$27.2 million during the year ended December 31, 2011. Net cash used for acquisitions during the year ended December 31, 2012 was \$126.9 million for the acquisitions of Edgar Online, Meisel, XPO and Presort, compared to \$142.4 million for the acquisitions of Helium, Stratus, LibreDigital, Journalism Online, Genesis and Sequence during the year ended December 31, 2011.

#### Cash Flows From Financing Activities

##### 2013 compared to 2012

Net cash provided by financing activities for the year ended December 31, 2013 was \$122.8 million compared to net cash used in financing activities of \$438.0 million in the same period in 2012. During the year ended December 31, 2013, the Company received proceeds of \$1,197.8 million from the issuance of 7.875% senior notes due March 15, 2021, 7.00% senior notes due February 15, 2022 and 6.50% senior notes due November 15, 2023. Proceeds from the issuances were used to repurchase \$273.5 million of the 6.125% senior notes due January 15, 2017, \$250.0 million of the 7.25% senior notes due May 15, 2018, \$130.2 million of the 8.60% senior notes due August 15, 2016 and \$100.0 million of the 5.50% senior notes due May 15, 2015, to reduce borrowings under the Credit Agreement, for general corporate purposes, as well as to provide cash on hand in anticipation of the acquisition of Consolidated Graphics. Additionally, the Company made payments of \$38.0 million for the settlement of foreign exchange forward contracts during the year ended December 31, 2013. During the year ended December 31, 2012, the Company received proceeds of \$450.0 million from the issuance of 8.25% senior notes due March 15, 2019, which, along with cash on hand, were used to repurchase \$341.8 million of the 4.95% senior notes due April 1, 2014 and \$100.0 million of the 5.50% senior notes due May 15, 2015. Additionally, during the year ended December 31, 2012, proceeds from borrowings under the Previous Credit Agreement were used to pay \$158.6 million of the 5.625% senior notes that matured during the first quarter of 2012.

##### 2012 compared to 2011

Net cash used in financing activities for the year ended December 31, 2012 was \$438.0 million compared to \$651.0 million for the year ended December 31, 2011. During the year ended December 31, 2012, the Company received proceeds of \$450.0 million from the issuance of 8.25% senior notes due March 15, 2019, which, along with cash on hand, were used to repurchase \$341.8 million of the 4.95% senior notes due April 1, 2014 and \$100.0 million of the 5.50% senior notes due May 15, 2015. The Company repaid the \$158.6 million of 5.625% senior notes that matured during the first quarter with borrowings under the Previous Credit Agreement. During the year ended December 31, 2011, the Company received proceeds from the issuance of \$600.0 million of 7.25% long-term senior notes due May 15, 2018 and paid \$500.0 million for the acquisition of the Company's common stock under an accelerated share repurchase, which was entered into during the second quarter of 2011. The Company also paid a total of \$493.4 million to repurchase senior notes in the aggregate principal amount of \$427.8 million, maturing February 1, 2019, January 15, 2017 and May 15, 2015.

#### Dividends

Cash dividends paid to shareholders totaled \$188.5 million, \$187.1 million and \$205.2 million in 2013, 2012 and 2011, respectively. On January 9, 2014, the Board of Directors of the Company declared a quarterly cash dividend of \$0.26 per common share, payable on March 3, 2014 to shareholders of record on January 24, 2014.



The Credit Agreement generally allows annual dividend payments of up to \$200.0 million in aggregate, though additional dividends may be allowed subject to certain conditions. The acquisition of Consolidated Graphics is not expected to impact the Company's ability to continue to pay dividends at the current per-share level. The Company's Board of Directors must review and approve future dividend payments and will determine whether to declare additional dividends based on the Company's operating performance, expected future cash flows, debt levels, liquidity needs and investment opportunities.

#### Contractual Cash Obligations and Other Commitments and Contingencies

The following table quantifies the Company's future contractual obligations as of December 31, 2013:

	Payments Due In						
	Total	2014	2015	2016	2017	2018	Thereafter
	(in millions)						
Debt <sup>(a)</sup>	\$3,867.7	\$269.7	\$204.0	\$220.4	\$251.5	\$350.0	\$2,572.1
Interest due on debt <sup>(b)</sup>	1,829.9	271.7	262.2	256.7	230.2	209.8	599.3
Operating leases <sup>(c)</sup>	530.0	145.2	113.9	78.1	51.7	32.1	109.0
Pension and other postretirement benefits plan contributions <sup>(d)</sup>	108.0	79.0	29.0	—	—	—	—
Outsourced services	96.1	58.7	18.1	13.2	5.6	0.5	—
Incentive compensation	51.2	51.2	—	—	—	—	—
Deferred compensation	102.0	17.2	7.1	7.5	10.3	4.8	55.1
Multi-employer pension plan withdrawal obligations	75.8	6.1	9.3	9.3	8.9	8.6	33.6
Other <sup>(e)</sup>	73.8	67.2	6.6	—	—	—	—
Total as of December 31, 2013	\$6,734.5	\$966.0	\$650.2	\$585.2	\$558.2	\$605.8	\$3,369.1

(a) Excludes a discount of \$4.6 million and an adjustment for fair value hedges of \$5.2 million related to the Company's 4.95% senior notes.

(b) Interest due on debt includes scheduled interest payments, net of \$38.1 million of estimated cash receipts from interest rate swaps.

(c) Operating leases include obligations to landlords.

(d) Includes the high end of the estimated range for 2014 and 2015 pension and other postretirement benefits plan contributions and does not include the obligations for subsequent periods, as the Company is unable to reasonably estimate the ultimate amounts.

(e) Other represents contractual obligations for employee restructuring-related severance payments (\$19.7 million), purchases of property, plant and equipment (\$37.8 million) and purchases of natural gas (\$8.0 million). Additionally, the Company has included \$4.8 million of uncertain tax liabilities that are classified as current liabilities in the Consolidated Balance Sheets as payments due in 2014. Excluded from the table are \$29.0 million of uncertain tax liabilities, as the Company is unable to reasonably estimate the ultimate amount or timing of settlement or other resolution.

The minimum annual contributions to the Company's two remaining active multi-employer pension plans as of December 31, 2013 are determined by the terms and conditions of each plan to which the Company contributes. The Company cannot currently estimate the amount of multi-employer pension plan contributions that will be required in future years.

The table and discussion above do not reflect the contractual cash obligations and other commitments and contingencies for which the Company will be obligated as a result of the acquisition of Consolidated Graphics or

proposed acquisition of Esselte.

## LIQUIDITY

The Company maintains cash pooling structures that enable participating international locations to draw on the pools' cash resources to meet local liquidity needs. Foreign cash balances may be loaned from certain cash pools to U.S. operating entities on a temporary basis in order to reduce the Company's short-term borrowing costs or for other purposes.

Cash and cash equivalents were \$1,028.4 million as of December 31, 2013, an increase of \$597.7 million as compared to December 31, 2012. The increase in cash and cash equivalents included proceeds from the issuance of senior notes in anticipation of the acquisition of Consolidated Graphics.

The Company's cash balances are held in numerous locations throughout the world, including substantial amounts held outside of the United States. Cash and cash equivalents as of December 31, 2013 included \$632.2 million in the U.S. and \$396.2 million at international locations. During 2014, the Company's foreign subsidiaries are expected to make intercompany payments to the U.S. of approximately \$40 million from foreign cash balances available at December 31, 2013. These payments, and additional payments up

to approximately \$210 million expected to be made in 2014 and in future years, will be made in satisfaction of intercompany obligations. The Company has recognized deferred tax liabilities of \$7.9 million as of December 31, 2013 related to local taxes on certain foreign earnings that are not considered to be permanently reinvested. Certain other cash balances of foreign subsidiaries may be subject to U.S. or local country taxes if repatriated to the U.S. In addition, repatriation of some foreign cash balances is further restricted by local laws. Management regularly evaluates whether foreign earnings are expected to be permanently reinvested. This evaluation requires judgment about the future operating and liquidity needs of the Company and its foreign subsidiaries. Changes in economic and business conditions, foreign or U.S. tax laws, or the Company's financial situation could result in changes to these judgments and the need to record additional tax liabilities.

Included in cash and cash equivalents of \$1,028.4 million at December 31, 2013 were short-term investments in the amount of \$264.3 million, which primarily consist of short-term deposits and money market funds. These investments are with institutions with sound credit ratings and are expected to be highly liquid.

The Company has a \$1.15 billion senior secured revolving Credit Agreement which expires October 15, 2017. Borrowings under the Credit Agreement bear interest at a base or Eurocurrency rate plus an applicable margin determined at the time of the borrowing. In addition, the Company pays facility commitment fees which fluctuate dependent on the Credit Agreement's credit ratings. The Credit Agreement is used for general corporate purposes, including acquisitions and letters of credit. The Company's obligations under the Credit Agreement are guaranteed by its material and certain other domestic subsidiaries and are secured by a pledge of the equity interests of certain subsidiaries, including most of its domestic subsidiaries, and a security interest in substantially all of the domestic current assets and mortgages of certain domestic real property of the Company.

The Credit Agreement is subject to a number of covenants, including a minimum Interest Coverage Ratio and a maximum Leverage Ratio, as defined and calculated pursuant to the Credit Agreement, that, in part, restrict the Company's ability to incur additional indebtedness, create liens, engage in mergers and consolidations, make restricted payments and dispose of certain assets. There were no borrowings under the Credit Agreement as of December 31, 2013. Based on the Company's results of operations for the year ended December 31, 2013 and existing debt, the Company would have had the ability to utilize \$0.4 billion of the \$1.15 billion Credit Agreement and not have been in violation of the terms of the agreement.

The current availability under the Credit Agreement and net available liquidity as of December 31, 2013 is shown in the table below:

	December 31, 2013 (in millions)
Availability	
Committed Credit Agreement	\$ 1,150.0
Availability reduction from covenants	762.5
Current availability at December 31, 2013	\$ 387.5
Cash	1,028.4
Net Available Liquidity <sup>(a)</sup>	\$ 1,415.9

(a) Net available liquidity does not include credit facilities of non-U.S. subsidiaries, which are uncommitted facilities

The current availability as of December 31, 2013 under the Credit Agreement reflected the increase in long-term debt as a result of the issuance of \$350.0 million 6.50% senior notes due November 15, 2023 in anticipation of the acquisition of Consolidated Graphics. The availability under the Credit Agreement is expected to increase beginning in the first quarter of 2014 due to an expected increase in the Company's pro-forma earnings from the acquisition of Consolidated Graphics.

The Company was in compliance with its debt covenants as of December 31, 2013, and expects to remain in compliance based on management's estimates of operating and financial results for 2014 and the foreseeable future. However, declines in market and economic conditions or demand for certain of the Company's products and services could impact the Company's ability to remain in compliance with its debt covenants in future periods. As of December 31, 2013, the Company met all the conditions required to borrow under the Credit Agreement and management expects the Company to continue to meet the applicable borrowing conditions.

The failure of a financial institution supporting the Credit Agreement would reduce the size of the Company's committed facility unless a replacement institution were added. Currently, the Credit Agreement is supported by fifteen U.S. and international financial institutions.

As of December 31, 2013, the Company had \$76.7 million in outstanding letters of credit and bank guarantees, of which \$43.7 million were issued under the Credit Agreement. The letters of credit issued under the Credit Agreement did not reduce availability

under the Credit Agreement as of December 31, 2013 as the amount issued was less than the reduction in availability from the Leverage Ratio covenant. As of December 31, 2013, the Company also had \$176.0 million in other uncommitted credit facilities, primarily outside the U.S., (the "Other Facilities"). As of December 31, 2013, letters of credit, guarantees and factoring arrangements of \$12.8 million were issued, and reduced availability, under the Company's Other Facilities. Total borrowings under the Credit Agreement and the Other Facilities (the "Combined Facilities") were \$9.1 million as of December 31, 2013.

On November 6, 2013, Standard & Poor's Rating Services ("S&P") lowered the Company's long-term corporate credit rating from BB to BB- with a stable outlook and also lowered its ratings on the Company's Credit Agreement and senior unsecured debt from BBB- to BB+ and from BB to BB-, respectively. Additionally, on November 6, 2013, S&P assigned a rating of BB- to the Company's \$350.0 million 6.50% senior notes due November 15, 2023.

On September 19, 2012, Moody's Investors Service (Moody's) lowered the Company's senior unsecured debt ratings from Ba2 to Ba3, assigned a rating of Baa2 to the Credit Agreement and reaffirmed the Company's long-term corporate family rating of Ba2 with a negative outlook. On February 28, 2013, Moody's assigned a rating of Ba3 to the Company's \$450.0 million 7.875% senior notes due March 15, 2021 and reaffirmed the Company's long-term corporate family rating and negative outlook. On August 12, 2013 and November 6, 2013, Moody's assigned a rating of Ba3 to the Company's \$400.0 million 7.00% senior notes due February 15, 2022 and \$350.0 million 6.50% senior notes due November 15, 2023, respectively.

As a result of previous downgrades by Moody's and S&P, the interest rate on the Company's 11.25% senior notes due February 1, 2019 was 12.50% as of December 31, 2012. The S&P downgrade on November 6, 2013 further increased the rate from 12.50% to 12.75%, which was the applicable rate as of December 31, 2013. The applicable margin used in the calculation of interest on borrowings under the Credit Agreement and rate for the related facility commitment fees fluctuate dependent on the Credit Agreement's credit ratings. The terms and conditions of future borrowings may also be impacted as a result of ratings downgrades.

#### Acquisitions and Dispositions

On January 31, 2014, the Company acquired Consolidated Graphics for \$359.9 million in cash and 16.0 million shares of RR Donnelley common stock, or a total transaction value of \$660.6 million based on the Company's closing share price on January 30, 2014, plus the assumption of Consolidated Graphics' net debt. Immediately following the acquisition, the Company repaid the debt assumed. The Company financed the cash portion of the acquisition with a combination of cash on hand, including net proceeds from the \$350.0 million 6.50% senior note issuance on November 12, 2013, and borrowings under the Credit Agreement.

On January 6, 2014, the Company announced that it had entered into a definitive agreement to acquire substantially all of the North American operations of Esselte. The purchase price includes a combination of cash and up to 1.0 million shares of RR Donnelley common stock for a total transaction value of approximately \$96.5 million.

During the three months ended December 31, 2013, the Company sold the assets and liabilities of MRM France for a loss of \$17.9 million, which included cash incentive payments due to the purchaser of \$18.8 million, of which \$12.0 million was paid as of December 31, 2013.

During the three months ended December 31, 2012, the Company paid \$37.5 million, net of cash acquired, to purchase Presort and Meisel. During the three months ended September 30, 2012, the Company paid \$90.1 million, net of cash acquired, to purchase EDGAR Online and XPO. The Company financed these acquisitions with a combination of cash on hand and borrowings under the Credit Agreement and Previous Credit Agreement.

During the three months ended December 31, 2011, the Company paid \$29.0 million, net of cash acquired, to purchase Stratus. During the three months ended September 30, 2011, the Company paid \$37.9 million, net of cash

acquired, to purchase LibreDigital, Genesis and Sequence. During the three months ended June 30, 2011, the Company paid \$55.9 million, net of cash acquired, to purchase the remaining equity of Helium. Additionally, during the three months ended March 31, 2011, the Company paid \$19.6 million, net of cash acquired, to purchase Journalism Online. The Company financed the acquisitions with cash on hand.

#### Debt Issuances

On November 12, 2013, the Company issued \$350.0 million of 6.50% senior notes due November 15, 2023. Interest on the notes is payable semi-annually on May 15 and November 15, commencing on May 15, 2014. The net proceeds from the offering, along with cash on hand and borrowings under the Credit Agreement, were used to finance the cash portion of the acquisition of Consolidated Graphics and for general corporate purposes.

On August 26, 2013, the Company issued \$400.0 million of 7.00% senior notes due February 15, 2022. Interest on the notes is payable semi-annually on February 15 and August 15 of each year, commencing on February 15, 2014. The net proceeds from the offering were used to repurchase \$200.0 million of the 7.25% senior notes due May 15, 2018, \$100.0 million of the 5.50% senior notes due May 15, 2015 and \$100.0 million of the 6.125% senior notes due January 15, 2017.

## Edgar Filing: RR Donnelley & Sons Co - Form 10-K

On March 14, 2013, the Company issued \$450.0 million of 7.875% senior notes due March 15, 2021. Interest on the notes commenced on September 15, 2013 and is payable semi-annually on March 15 and September 15 of each year. The net proceeds from the offering were used to repurchase \$173.5 million of the 6.125% senior notes due January 15, 2017, \$130.2 million of the 8.60% senior notes due August 15, 2016 and \$50.0 million of the 7.25% senior notes due May 15, 2018 and to reduce borrowings under the Credit Agreement.

On March 13, 2012, the Company issued \$450.0 million of 8.25% senior notes due March 15, 2019. Interest on the notes commenced on September 15, 2012 and is payable semi-annually on March 15 and September 15 of each year. The net proceeds from the offering and cash on hand were used to repurchase \$341.8 million of the 4.95% senior notes due April 1, 2014 and \$100.0 million of the 5.50% senior notes due May 15, 2015.

On June 1, 2011, the Company issued \$600.0 million of 7.25% senior notes due May 15, 2018. Interest on the notes commenced on November 15, 2011 and is payable semi-annually on May 15 and November 15 of each year. The net proceeds from the offering were used to repurchase \$216.2 million of the 11.25% senior notes due February 1, 2019, \$100.0 million of the 6.125% senior notes due January 15, 2017 and \$100.0 million of the 5.50% senior notes due May 15, 2015. The remaining net proceeds were used for general corporate purposes and to repay outstanding borrowings under the Previous Credit Agreement. On September 28, 2011, the Company repurchased an additional \$11.6 million of the 11.25% senior notes due February 1, 2019.

### Other Significant Events

On May 3, 2011, the Board of Directors of the Company approved a program that authorized the repurchase of up to \$1.0 billion of the Company's common stock through December 31, 2012 and terminated its existing authorization of October 29, 2008 for the repurchase of up to 10 million shares. The repurchase authorizations did not obligate the Company to acquire any particular amount of common stock or adopt any particular method of repurchase.

As part of the share repurchase program, on May 5, 2011, the Company entered into an accelerated share repurchase agreement with an investment bank under which the Company agreed to repurchase \$500 million of its common stock. On May 10, 2011, the Company paid the \$500 million purchase price and received an initial delivery of 19.9 million shares from the investment bank. The shares delivered were subject to a 20%, or \$100.0 million holdback, which resulted in the Company receiving an additional 9.3 million shares on November 17, 2011. The additional shares received were calculated based upon the \$17.13 volume weighted average price of the Company's common stock over an averaging period subject to a discount agreed upon with the investment bank. No other shares were repurchased under this share repurchase program. No additional shares may be purchased under the May 3, 2011 program, as it expired on December 31, 2012.

### Risk Management

The Company is exposed to interest rate risk on its variable debt and price risk on its fixed-rate debt. At December 31, 2013, the Company's exposure to rate fluctuations on variable-interest borrowings was \$671.6 million, including \$658.0 million notional value of interest rate swap agreements (See Note 14, Derivatives, to the Consolidated Financial Statements) and \$13.6 million in borrowings under international credit facilities and other long-term debt. Including the effect of the fixed to floating interest rate swaps, approximately 83% of the Company's outstanding term debt was comprised of fixed-rate debt as of December 31, 2013.

The Company assesses market risk based on changes in interest rates utilizing a sensitivity analysis that measures the potential loss in earnings, fair values and cash flows based on a hypothetical 10% change in interest rates. Using this sensitivity analysis, such changes would not have a material effect on interest income or expense and cash flows and would change the fair values of fixed-rate debt at December 31, 2013 and 2012 by approximately \$107.3 million and \$114.2 million, respectively.

The Company is exposed to the impact of foreign currency fluctuations in certain countries in which it operates. The exposure to foreign currency movements is limited in many countries because the operating revenues and expenses of its various subsidiaries and business units are substantially in the local currency of the country in which they operate. To the extent that borrowings, sales, purchases, revenues, expenses or other transactions are not in the local currency of the subsidiary, the Company is exposed to currency risk and may enter into foreign exchange spot and forward contracts to hedge the currency risk. As of December 31, 2013 and 2012, the aggregate notional amount of outstanding foreign exchange forward contracts was approximately \$372.1 million and \$654.2 million, respectively, (see Note 14, Derivatives, to the Consolidated Financial Statements). Net unrealized losses from these foreign exchange forward contracts were \$1.1 million and \$23.4 million at December 31, 2013 and 2012, respectively. The Company does not use derivative financial instruments for trading or speculative purposes.

#### OTHER INFORMATION

##### Environmental, Health and Safety

For a discussion of certain environmental, health and safety issues involving the Company, see Note 10, Commitments and Contingencies, to the Consolidated Financial Statements.



## Litigation and Contingent Liabilities

For a discussion of certain litigation involving the Company, see Note 10, Commitments and Contingencies, to the Consolidated Financial Statements.

## New Accounting Pronouncements and Pending Accounting Standards

During 2013, 2012 and 2011, the Company adopted various accounting standards. See Note 21, New Accounting Pronouncements, to the Consolidated Financial Statements for a description of the accounting standards adopted during 2013.

Pending standards and their estimated effect on the Company's consolidated financial statements are also described in Note 21, New Accounting Pronouncements, to the Consolidated Financial Statements.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Market Risk

The Company is exposed to interest rate risk on its variable-rate debt, price risk on its fixed-rate debt and the impact of foreign currency fluctuations in certain countries in which it operates. The Company discusses risk management in various places throughout this document, including discussions in Item 7 concerning Liquidity and Capital Resources and in the Notes to Consolidated Financial Statements (Note 14, Derivatives).

### Credit Risk

The Company is exposed to credit risk on accounts receivable balances. This risk is mitigated due to the Company's large, diverse customer base, dispersed over various geographic regions and industrial sectors. No single customer comprised more than 10% of the Company's consolidated net sales in 2013, 2012 or 2011. The Company maintains provisions for potential credit losses and any such losses to date have normally been within the Company's expectations. The Company evaluates the solvency of its customers on an ongoing basis to determine if additional allowances for doubtful accounts receivable need to be recorded. Additional economic disruptions or a further slowdown in the economy could result in significant additional charges.

### Commodities

The primary raw materials used by the Company are paper and ink. To reduce price risk caused by market fluctuations, the Company has incorporated price adjustment clauses in certain sales contracts. Management believes a hypothetical 10% change in the price of paper and other raw materials would not have a significant effect on the Company's consolidated annual results of operations or cash flows because these costs are generally passed through to its customers.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial information required by Item 8 is contained in Item 15 of Part IV.

ITEM CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND  
9. FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As required by Rule 13a-15(b) and Rule 15d-15(e) of the Securities Exchange Act of 1934, the Company's management, including the Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining effective disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. As of December 31, 2013, an evaluation was performed under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that disclosure controls and procedures as of December 31, 2013 were effective in ensuring information required to be disclosed in the Company's SEC reports was recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information was accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) that occurred during the quarter ended December 31, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Report of Management on Internal Control Over Financial Reporting

The management of the Company, including the Company's Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934).

Management of the Company, including the Company's Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2013. Management based this assessment on criteria for effective internal control over financial reporting described in the "1992 Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on this assessment, management determined that, as of December 31, 2013, the Company maintained effective internal control over financial reporting.

Deloitte & Touche LLP, an independent registered public accounting firm, who audited the consolidated financial statements of the Company included in this Annual Report on Form 10-K, has also audited the effectiveness of the Company's internal control over financial reporting as stated in its report appearing below.

February 26, 2014



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

R.R. Donnelley & Sons Company

Chicago, Illinois

We have audited the internal control over financial reporting of R.R. Donnelley & Sons Company and subsidiaries (the "Company") as of December 31, 2013, based on criteria established in the 1992 Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the criteria established in the 1992 Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2013 of the Company and our report dated February 26, 2014 expressed an unqualified opinion on those financial statements.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois

February 26, 2014

52

---

ITEM 9B. OTHER INFORMATION

On February 20, 2014, the Board of Directors of the Company approved an amendment to R.R. Donnelley's By-Laws, which became effective upon its adoption by the Board of Directors on February 20, 2014. The amendment to the By-Laws added a new section, Section 9.4 to Article IX of the By-Laws. New Section 9.4 provides that, unless the Board of Directors otherwise consents in writing, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of R.R. Donnelley, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of R.R. Donnelley to R.R. Donnelley or R.R. Donnelley's stockholders, (iii) any action asserting a claim against R.R. Donnelley or any of its directors, officers or other employees arising pursuant to any provision of the Delaware General Corporation Law, R.R. Donnelley's certificate of incorporation or By-Laws (in each case, as may be amended from time to time) or (iv) any action asserting a claim against R.R. Donnelley or any of its directors, officers or other employees governed by the internal affairs doctrine of the State of Delaware. The Board of Directors also approved various other non-substantive changes to the By-laws.

The amended By-laws and a copy marked to show changes are attached as Exhibits 3.2 and 3.3 respectively. Exhibit 3.1 is incorporated herein by reference.

PART III

ITEM DIRECTORS AND EXECUTIVE OFFICERS OF R.R. DONNELLEY & SONS COMPANY AND  
10. CORPORATE GOVERNANCE

Information regarding directors and executive officers of the Company is incorporated herein by reference to the descriptions under “Proposal 1: Election of Directors,” “The Board’s Committees and their Functions” and “Section 16(a) Beneficial Ownership Reporting Compliance” of the Company’s Proxy Statement for the Annual Meeting of Shareholders scheduled to be held May 22, 2014 (the “2014 Proxy Statement”). See also the information with respect to the Company’s executive officers at the end of Part I of this Report under the caption “Executive Officers of R.R. Donnelley & Sons Company.”

The Company has adopted a policy statement entitled Code of Ethics that applies to its chief executive officer and senior financial officers. In the event that an amendment to, or a waiver from, a provision of the Code of Ethics is made or granted, the Company intends to post such information on its web site, [www.rrdonnelley.com](http://www.rrdonnelley.com). A copy of the Company’s Code of Ethics has been filed as Exhibit 14 to the Company’s Report on Form 10-K for the fiscal year ended December 31, 2013.

ITEM 11. EXECUTIVE COMPENSATION

Information regarding executive and director compensation is incorporated by reference to the material under the captions “Compensation Discussion and Analysis,” “Human Resources Committee Report,” “Executive Compensation,” “Potential Payments Upon Termination or Change in Control,” and “Director Compensation” of the 2014 Proxy Statement.

ITEM SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND  
12. RELATED STOCKHOLDER MATTERS

Information regarding security ownership of certain beneficial owners and management is incorporated herein by reference to the material under the heading “Stock Ownership” of the 2014 Proxy Statement.

Equity Compensation Plan Information

Information as of December 31, 2013 concerning compensation plans under which RR Donnelley’s equity securities are authorized for issuance was as follows:

Equity Compensation Plan Information

Plan Category	Number of Securities to Be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights <sup>(b)</sup>	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (1))
		(2)	

	(in thousands) (1)		(in thousands) (3)
Equity compensation plans approved by security holders <sub>(a)</sub>	8,274.5	\$ 19.39	7,956.7 <sub>(c)</sub>

(a) Includes 4,135,739 shares issuable upon the vesting of restricted stock units.

(b) Restricted stock units were excluded when determining the weighted-average exercise price of outstanding options, warrants and rights.

(c) All of these shares are available for issuance under the 2012 Performance Incentive Plan. The 2012 Performance Incentive Plan allows grants in the form of cash or bonus awards, stock options, stock appreciation rights, restricted stock, stock units or combinations thereof. The maximum number of shares of common stock that may be granted with respect to bonus awards, including performance awards or fixed awards in the form of restricted stock or other form, is 10,000,000 in the aggregate, of which 7,956,742 remain available for issuance.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information regarding certain relationships and related transactions and director independence is incorporated herein by reference to the material under the heading “Certain Transactions,” “The Board’s Committees and Their Functions” and “Corporate Governance—Independence of Directors” of the 2014 Proxy Statement.



ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information regarding principal accounting fees and services is incorporated herein by reference to the material under the heading “The Company’s Independent Registered Public Accounting Firm” of the 2014 Proxy Statement.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements

The financial statements listed in the accompanying index (page F-1) to the financial statements are filed as part of this Annual Report on Form 10-K.

(b) Exhibits

The exhibits listed on the accompanying index (pages E-1 through E-3) are filed as part of this Annual Report on Form 10-K.

(c) Financial Statement Schedules omitted

Certain schedules have been omitted because the required information is included in the consolidated financial statements and notes thereto or because they are not applicable or not required.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 26th day of February 2014.

R.R. DONNELLEY & SONS COMPANY

By: / S / Daniel N. Leib  
Daniel N. Leib

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated, on the 26th day of February 2014.

Signature and Title	Signature and Title
---------------------	---------------------

/ S / THOMAS J. QUINLAN , III Thomas J. Quinlan, III	/ S / JUDITH H. HAMILTON * Judith H. Hamilton
---	---

Director

President and Chief  
Executive Officer,  
Director

(Principal Executive  
Officer)

/ S / DANIEL N. LEIB Daniel N. Leib	/ S / JEFFREY G. KATZ * Jeffrey G. Katz
---	---

Director

Executive Vice  
President and Chief  
Financial Officer

(Principal Financial  
Officer)

/ S / ANDREW B. COXHEAD Andrew B. Coxhead	/ S / RICHARD K. PALMER * Richard K. Palmer
---	---

Senior Vice                      Director  
President and Chief  
Accounting Officer

(Principal  
Accounting Officer)

/ S / SUSAN M.      / S / JOHN C.  
CAMERON \*              POPE \*  
Susan M. Cameron      John C. Pope

Director                      Director

/ S / LEE A.              / S / MICHAEL T.  
CHADEN \*              RIORDAN \*  
Lee A. Chaden              Michael T. Riordan

Director                      Director

/ S / RICHARD L.      / S / OLIVER R.  
CRANDALL \*              SOCKWELL \*  
Richard L. Crandall      Oliver R. Sockwell

Director                      Director

/ S / SUSAN M.      / S / STEPHEN M.  
GIANINNO \*              WOLF \*  
Susan M. Gianinno      Stephen M. Wolf

Director                      Chairman of the  
Board, Director

By: / S / Suzanne S. Bettman  
Suzanne S. Bettman

As Attorney-in-Fact

\*By Suzanne S. Bettman as Attorney-in-Fact pursuant to Powers of Attorney executed by the directors listed above,  
which Powers of Attorney have been filed with the Securities and Exchange Commission

ITEM 15(a). INDEX TO FINANCIAL STATEMENTS

	Page
<u>Consolidated Statements of Operations for each of the three years in the period ended December 31, 2013</u>	F-2
<u>Consolidated Statements of Comprehensive Income for each of the three years in the period ended December 31, 2013</u>	F-3
<u>Consolidated Balance Sheets as of December 31, 2013 and 2012</u>	F-4
<u>Consolidated Statements of Cash Flows for each of the three years in the period ended December 31, 2013</u>	F-5
<u>Consolidated Statements of Shareholders' Equity for each of the three years in the period ended December 31, 2013</u>	F-6
<u>Notes to Consolidated Financial Statements</u>	F-7
<u>Report of Independent Registered Public Accounting Firm</u>	F-47
<u>Unaudited Interim Financial Information, Dividend Summary and Financial Summary</u>	F-48

## R.R. DONNELLEY &amp; SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

## CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions, except per share data)

	Year Ended December 31,		
	2013	2012	2011
Products net sales	\$8,765.8	\$8,835.1	\$9,375.1
Services net sales	1,714.5	1,386.8	1,235.9
Total net sales	10,480.3	10,221.9	10,611.0
Products cost of sales (exclusive of depreciation and amortization)	6,816.9	6,874.2	7,185.2
Services cost of sales (exclusive of depreciation and amortization)	1,332.9	1,014.8	906.6
Total cost of sales	8,149.8	7,889.0	8,091.8
Products gross profit	1,948.9	1,960.9	2,189.9
Services gross profit	381.6	372.0	329.3
Total gross profit	2,330.5	2,332.9	2,519.2
Selling, general and administrative expenses (exclusive of depreciation and amortization)	1,181.5	1,102.6	1,236.3
Restructuring, impairment and other charges—net (Note 3)	133.5	1,118.5	667.8
Depreciation and amortization	435.8	481.6	549.9
Income (loss) from operations	579.7	(369.8 )	65.2
Interest expense—net (Note 13)	261.4	251.8	243.3
Investment and other expense (income)—net	27.4	2.3	(10.6 )
Loss on debt extinguishment	81.9	16.1	69.9
Earnings (loss) before income taxes	209.0	(640.0 )	(237.4 )
Income tax expense (benefit) (Note 12)	(9.2 )	13.6	(116.3 )
Net earnings (loss)	218.2	(653.6 )	(121.1 )
Less: Income (loss) attributable to noncontrolling interests	7.0	(2.2 )	1.5
Net earnings (loss) attributable to RR Donnelley common shareholders	\$211.2	\$(651.4 )	\$(122.6 )
Net earnings (loss) per share attributable to RR Donnelley common shareholders (Note 15):			
Basic net earnings (loss) per share	\$1.16	\$(3.61 )	\$(0.63 )
Diluted net earnings (loss) per share	\$1.15	\$(3.61 )	\$(0.63 )
Weighted average number of common shares outstanding (Note 15):			
Basic	181.9	180.4	193.8
Diluted	183.5	180.4	193.8

See accompanying Notes to Consolidated Financial Statements.

F-2

---

## R.R. DONNELLEY &amp; SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in millions)

	Year Ended December 31,		
	2013	2012	2011
Net earnings (loss)	\$218.2	\$(653.6)	\$(121.1)
Other comprehensive income (loss), net of tax (Note 16):			
Translation adjustments	(22.8 )	11.4	(70.1 )
Adjustment for net periodic pension and other postretirement benefits plan cost	563.7	(177.6)	(303.1)
Change in fair value of derivatives	0.4	0.5	0.7
Other comprehensive income (loss)	541.3	(165.7)	(372.5)
Comprehensive income (loss)	759.5	(819.3)	(493.6)
Less: comprehensive income (loss) attributable to noncontrolling interests	7.2	(2.0 )	1.9
Comprehensive income (loss) attributable to RR Donnelley common shareholders	\$752.3	\$(817.3)	\$(495.5)



See accompanying Notes to Consolidated Financial Statements.

F-3

---

## R.R. DONNELLEY &amp; SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

## CONSOLIDATED BALANCE SHEETS

(in millions, except per share data)

	December 31,	
	2013	2012
<b>ASSETS</b>		
Cash and cash equivalents	\$ 1,028.4	\$ 430.7
Receivables, less allowances for doubtful accounts of \$44.8 in 2013 (2012—\$49.6) (Note 5)	1,832.3	1,878.8
Inventories (Note 6)	501.2	510.2
Prepaid expenses and other current assets	199.7	157.7
Total current assets	3,561.6	2,977.4
Property, plant and equipment—net (Note 7)	1,430.1	1,616.6
Goodwill (Note 4)	1,436.3	1,436.4
Other intangible assets—net (Note 4)	315.9	382.9
Deferred income taxes (Note 12)	118.8	445.1
Other noncurrent assets	375.5	404.3
Total assets	\$ 7,238.2	\$ 7,262.7
<b>LIABILITIES</b>		
Accounts payable	\$ 1,143.0	\$ 1,210.3
Accrued liabilities (Note 9)	814.8	825.2
Short-term and current portion of long-term debt (Note 13)	270.9	18.4
Total current liabilities	2,228.7	2,053.9
Long-term debt (Note 13)	3,587.0	3,420.2
Pension liabilities (Note 11)	245.2	1,150.5
Other postretirement benefits plan liabilities (Note 11)	174.1	241.7
Other noncurrent liabilities	349.5	327.7
Total liabilities	6,584.5	7,194.0
Commitments and Contingencies (Note 10)		
<b>EQUITY</b>		
RR Donnelley shareholders' equity		
Preferred stock, \$1.00 par value		
Authorized: 2.0 shares; Issued: None	—	—
Common stock, \$1.25 par value		
Authorized: 500.0 shares;		
Issued: 243.0 shares in 2013 and 2012	303.7	303.7
Additional paid-in-capital	2,802.4	2,839.4
Accumulated deficit	(473.4 )	(496.1 )
Accumulated other comprehensive loss	(488.1 )	(1,029.2 )
Treasury stock, at cost, 61.2 shares in 2013 (2012—62.6 shares)	(1,512.8 )	(1,565.0 )
Total RR Donnelley shareholders' equity	631.8	52.8
Noncontrolling interests	21.9	15.9
Total equity	653.7	68.7
Total liabilities and equity	\$ 7,238.2	\$ 7,262.7

See accompanying Notes to Consolidated Financial Statements.

F-4

---

## R.R. DONNELLEY &amp; SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

	Year Ended December 31,		
	2013	2012	2011
<b>OPERATING ACTIVITIES</b>			
Net earnings (loss)	\$218.2	\$(653.6 )	\$(121.1)
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:			
Impairment charges	21.5	1,027.1	532.0
Depreciation and amortization	435.8	481.6	549.9
Provision for doubtful accounts receivable	18.2	8.7	18.8
Share-based compensation	19.9	25.4	28.3
Deferred income taxes	(41.1 )	(52.0 )	(123.0)
Change in uncertain tax positions	(18.6 )	(26.4 )	(107.8)
Loss (gain) on investments and other assets—net	21.5	(1.0 )	(16.0 )
Loss related to Venezuela currency devaluation	3.2	—	—
Loss on debt extinguishment	81.9	16.1	69.9
Net pension and other postretirement benefits plan (income) expense	(18.3 )	(42.4 )	61.6
Gain on pension curtailment	—	(3.7 )	(38.7 )
Other	(5.1 )	41.7	27.3
Changes in operating assets and liabilities—net of acquisitions:			
Accounts receivable—net	13.4	(5.7 )	38.3
Inventories	5.3	6.5	43.1
Prepaid expenses and other current assets	(4.6 )	4.0	(1.8 )
Accounts payable	(66.0 )	120.8	135.4
Income taxes payable and receivable	(38.1 )	6.5	9.5
Accrued liabilities and other	77.3	(113.0 )	(104.8)
Pension and other postretirement benefits plan contributions	(29.6 )	(148.7 )	(54.6 )
Net cash provided by operating activities	694.8	691.9	946.3
<b>INVESTING ACTIVITIES</b>			
Capital expenditures	(216.6 )	(205.9 )	(250.9)
Acquisitions of businesses, net of cash acquired	0.4	(126.9 )	(142.4)
Disposition of business	(12.0 )	—	—
Proceeds from return of capital and sale of investments and other assets	13.0	50.7	27.2
Other investing activities	2.8	(2.7 )	(9.3 )
Net cash used in investing activities	(212.4 )	(284.8 )	(375.4)
<b>FINANCING ACTIVITIES</b>			
Proceeds from issuance of long-term debt	1,197.8	450.0	600.0
Net change in short-term debt	(3.2 )	(1.4 )	10.7
Payments of current maturities and long-term debt	(830.4 )	(625.2 )	(495.1)
Net payments of credit facility borrowings	—	(65.0 )	(55.0 )
Debt issuance costs	(20.4 )	(23.6 )	(10.0 )
Payments to settle forward contracts	(38.0 )	—	—
Acquisition of common stock	—	—	(500.0)
Dividends paid	(188.5 )	(187.1 )	(205.2)

Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Other financing activities	5.5	14.3	3.6
Net cash provided by (used in) financing activities	122.8	(438.0 )	(651.0)
Effect of exchange rate on cash and cash equivalents	(7.5 )	11.9	10.7
Net increase (decrease) in cash and cash equivalents	597.7	(19.0 )	(69.4 )
Cash and cash equivalents at beginning of year	430.7	449.7	519.1
Cash and cash equivalents at end of year	\$1,028.4	\$430.7	\$449.7
Supplemental non-cash disclosure:			
Proceeds deposited in escrow from sale of property	\$—	\$8.3	\$—

See accompanying Notes to Consolidated Financial Statements.

F-5

---

## R.R. DONNELLEY &amp; SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS’ EQUITY

(in millions)

	Common Stock		Additional Paid-in- Capital	Treasury Stock		Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Loss	Total RR Donnelley’s Shareholders’ Equity	Noncontrolling Interests	Total
	Shares	Amount		Shares	Amount					
Balance at January 1, 2011	243.0	\$303.7	\$2,907.0	(36.4 )	\$(1,166.2 )	\$670.2	\$(490.4 )	\$2,224.3	\$21.1	\$2,245.4
Net earnings (loss)						(122.6 )		(122.6 )	1.5	(121.1 )
Other comprehensive income (loss)							(372.9 )	(372.9 )	0.4	(372.5 )
Share-based compensation			28.3					28.3		28.3
Issuance of share-based awards, net of withholdings and other			(46.6 )	1.1	37.4			(9.2 )		(9.2 )
Cash dividends paid						(205.2 )		(205.2 )		(205.2 )
Acquisition of common stock				(29.2 )	(500.0 )			(500.0 )		(500.0 )
Distributions to noncontrolling interests								—	(3.5 )	(3.5 )
Balance at December 31, 2011	243.0	\$303.7	\$2,888.7	(64.5 )	\$(1,628.8 )	\$342.4	\$(863.3 )	\$1,042.7	\$19.5	\$,062.2
Net loss						(651.4 )		(651.4 )	(2.2 )	(653.6 )
Other comprehensive income (loss)							(165.9 )	(165.9 )	0.2	(165.7 )
Share-based compensation			25.4					25.4		25.4
Issuance of share-based awards, net of withholdings and other			(74.7 )	1.9	63.8			(10.9 )		(10.9 )
Cash dividends paid						(187.1 )		(187.1 )		(187.1 )

Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Distributions to noncontrolling interests									—	(1.6 )	(1.6 )
Balance at December 31, 2012	243.0	\$303.7	\$2,839.4	(62.6 )	\$(1,565.0 )	\$(496.1 )	\$(1,029.2 )	\$52.8	\$15.9	<del>68.7</del>	
Net earnings						211.2		211.2	7.0	218.2	
Other comprehensive income							541.1	541.1	0.2	541.3	
Share-based compensation			19.9					19.9		19.9	
Issuance of share-based awards, net of withholdings and other			(56.9 )	1.4	52.2			(4.7 )		(4.7 )	
Cash dividends paid						(188.5 )		(188.5 )		(188.5 )	
Distributions to noncontrolling interests									—	(1.2 )	(1.2 )
Balance at December 31, 2013	243.0	\$303.7	\$2,802.4	(61.2 )	\$(1,512.8 )	\$(473.4 )	\$(488.1 )	\$631.8	\$21.9	<del>53.7</del>	



See accompanying Notes to Consolidated Financial Statements.

F-6

---

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)

### Note 1. Basis of Presentation and Summary of Significant Accounting Policies

**Basis of Presentation** —The accompanying consolidated financial statements include the accounts of R.R. Donnelley & Sons Company and its subsidiaries (the “Company” or “RR Donnelley”) and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). All intercompany transactions have been eliminated in consolidation. The accounts of businesses acquired during 2012 and 2011 are included in the consolidated financial statements from the dates of acquisition. There were no acquisitions during the year ended December 31, 2013 (see Note 2). During the fourth quarter of 2013, management changed the Company’s reportable segments to reflect changes in the management reporting structure of the organization and the manner in which the chief operating decision maker regularly assesses information for decision-making purposes. All prior year amounts have been reclassified to conform to the Company’s current reporting structure (see Note 19.)

**Nature of Operations** —The Company helps organizations communicate more effectively by working to create, manage, produce, distribute and process content on behalf of our customers. The Company assists customers in developing and executing multichannel communication strategies that engage audiences, reduce costs, drive revenues and increase compliance. R.R. Donnelley’s innovative technologies, enhance digital and print communications to deliver integrated messages across multiple media to highly targeted audiences at optimal times for clients in virtually every private and public sector. Strategically located operations provide local service and responsiveness while leveraging the economic, geographic and technological advantages of a global organization.

**Use of Estimates** —The preparation of consolidated financial statements, in conformity with GAAP, requires the extensive use of management’s estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates. Estimates are used when accounting for items and matters including, but not limited to, allowance for uncollectible accounts receivable, inventory obsolescence, asset valuations and useful lives, employee benefits, self-insurance reserves, taxes, restructuring and other provisions and contingencies.

**Foreign Operations** —Assets and liabilities denominated in foreign currencies are translated into U.S. dollars at the exchange rates existing at the respective balance sheet dates. Income and expense items are translated at the average rates during the respective periods. Translation adjustments resulting from fluctuations in exchange rates are recorded as a separate component of other comprehensive income (loss) while transaction gains and losses are recorded in net earnings (loss). Deferred taxes are not provided on cumulative foreign currency translation adjustments when the Company expects foreign earnings to be permanently reinvested. Throughout the three years ended December 31, 2013, the three-year cumulative inflation for Venezuela using the blended Consumer Price Index and National Consumer Price Index exceeded 100%. As a result, Venezuela’s economy is considered highly inflationary and the financial statements of the Company’s Venezuelan entities are remeasured as if the functional currency were the U.S. Dollar. Consistent with historical practices and the Company’s future intent, the financial statements were remeasured based on the official rate determined by the government of Venezuela. On February 8, 2013, the government of Venezuela changed its primary fixed exchange rate from 4.3 Bolivars per U.S. Dollar to 6.3 Bolivars per U.S. Dollar, devaluing the Bolivar by 32%. This devaluation resulted in a pre-tax loss of \$3.2 million (\$2.0 million after-tax) and a reduction in income attributable to noncontrolling interests of \$1.0 million.

**Fair Value Measurements**— Certain assets and liabilities are required to be recorded at fair value on a recurring basis. Fair value is determined based on the exchange price that would be received for an asset or paid to transfer a liability

(an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. The Company records the fair value of its foreign exchange forward contracts, interest rate swaps, pension plan assets and other postretirement plan assets on a recurring basis. Assets measured at fair value on a nonrecurring basis include long-lived assets held and used, long-lived assets held for sale, goodwill and other intangible assets. The fair value of cash and cash equivalents, accounts receivable, short-term debt and accounts payable approximate their carrying values. The three-tier value hierarchy, which prioritizes valuation methodologies based on the reliability of the inputs, is:

Level 1 — Valuations based on quoted prices for identical assets and liabilities in active markets.

Level 2 — Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Valuations based on unobservable inputs reflecting the Company's own assumptions, consistent with reasonably available assumptions made by other market participants.

Revenue Recognition —The Company recognizes revenue for the majority of its products upon transfer of title and the passage of the risk of ownership, which is generally upon shipment to the customer. Contracts generally specify F.O.B. shipping point terms. Under agreements with certain customers, custom products may be stored by the Company for future delivery. In these situations, the

F-7

---

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)-(Continued)

Company may also receive a logistics or warehouse management fee for the services it provides. In certain of these cases, delivery and billing schedules are outlined in the customer agreement and product revenue is recognized when manufacturing is complete, title and risk of ownership transfer to the customer, and there is a reasonable assurance as to collectability. Because the majority of products are customized, product returns are not significant; however, the Company accrues for the estimated amount of customer credits at the time of sale.

During the year ended December 31, 2012, the Company identified and recognized \$22.7 million, of which \$19.8 million was recognized in the first quarter of 2012, to correct an over-accrual for rebates owed to certain office products customers, which understated accounts receivable and net sales during the years 2008 through 2011. Following qualitative and quantitative review, the Company concluded that the over-accrual was not material to any prior period, to the full year 2012, or the trend of annual operating results.

Revenue from services is recognized as services are performed. For the Company's logistics operations, whose operations include the delivery of printed material and other products, the Company recognizes revenue upon completion of the delivery of services. Within the Company's financial operations, which serve the global financial services end market, the Company files highly customized materials such as regulatory S-filings and initial public offerings with the SEC on behalf of its customers, and performs XBRL and EDGAR-related services. Revenue is recognized for these services upon completion of the service performed or following final delivery of the related printed product. Within the Company's business process outsourcing operations, the Company provides various outsourcing services. Depending on the nature of the service performed, revenue is recognized for outsourcing services either as services are rendered or upon completion of the service. Revenues related to the Company's digital and creative solutions operations, which include digital content management, photography, color services and page production, are recognized in accordance with the terms of the contract, typically upon completion of the performed service and acceptance by the customer.

The Company records deferred revenue in situations where amounts are invoiced but the revenue recognition criteria outlined above are not met. Such revenue is recognized when all criteria are subsequently met.

Certain revenues earned by the Company require judgment to determine if revenue should be recorded gross, as a principal, or net of related costs, as an agent. Billings for third-party shipping and handling costs as well as certain postage costs, primarily in the Company's logistics operations, and out-of-pocket expenses are recorded gross. In the Company's Global Turnkey Solutions operations, contracts are evaluated using various criteria to determine if revenue for components and other materials should be recognized on a gross or net basis. In general, these revenues are recognized on a gross basis if the Company has control over selecting vendors and pricing, is the primary obligor in the arrangement, bears all credit risk and bears the risk of loss for inventory in its possession. Revenue from contracts that do not meet these criteria is recognized on a net basis. Many of the Company's operations process materials, primarily paper, that may be supplied directly by customers or may be purchased by the Company and sold to customers. No revenue is recognized for customer-supplied paper, but revenues for Company-supplied paper are recognized on a gross basis.

The Company records taxes collected from customers and remitted to governmental authorities on a net basis.

By-product recoveries —The Company records the sale of by-products as a reduction of cost of sales.

Cash and cash equivalents —The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. Short-term securities consist of investment grade instruments of governments, financial institutions and corporations.

Receivables— Receivables are stated net of allowances for doubtful accounts and primarily include trade receivables, notes receivable and miscellaneous receivables from suppliers. No single customer comprised more than 10% of the Company's consolidated net sales in 2013, 2012 or 2011. Specific customer provisions are made when a review of significant outstanding amounts, utilizing information about customer creditworthiness and current economic trends, indicates that collection is doubtful. In addition, provisions are made at differing rates, based upon the age of the receivable and the Company's historical collection experience. See Note 5 for details of activity affecting the allowance for doubtful accounts receivable.

Inventories —Inventories include material, labor and factory overhead and are stated at the lower of cost or market and net of excess and obsolescence reserves for raw materials and finished goods. Provisions for excess and obsolete inventories are made at differing rates, utilizing historical data and current economic trends, based upon the age and type of the inventory. Specific excess and obsolescence provisions are also made when a review of specific balances indicates that the inventories will not be utilized in production or sold. The cost of 65.2% and 64.0% of the inventories at December 31, 2013 and 2012, respectively, has been determined using the Last-In, First-Out (LIFO) method. This method reflects the effect of inventory replacement costs within results of operations; accordingly, charges to cost of sales reflect recent costs of material, labor and factory overhead. The Company uses an external-index method of valuing LIFO inventories. The remaining inventories, primarily related to certain acquired and international operations, are valued using the First-In, First-Out (FIFO) or specific identification methods.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)-(Continued)

**Long-lived Assets** —The Company assesses potential impairments to its long-lived assets if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Indefinite-lived intangible assets are reviewed annually for impairment, or more frequently, if events or changes in circumstances indicate that the carrying value may not be recoverable. An impaired asset is written down to its estimated fair value based upon the most recent information available. Estimated fair market value is generally measured by discounting estimated future cash flows. Long-lived assets, other than goodwill and other intangible assets, that are held for sale are recorded at the lower of the carrying value or the fair market value less the estimated cost to sell.

**Property, plant and equipment** —Property, plant and equipment are recorded at cost and depreciated on a straight-line basis over their estimated useful lives. Useful lives range from 15 to 40 years for buildings, the lesser of 7 years or the lease term for leasehold improvements and from 3 to 15 years for machinery and equipment. Maintenance and repair costs are charged to expense as incurred. Major overhauls that extend the useful lives of existing assets are capitalized. When properties are retired or disposed, the costs and accumulated depreciation are eliminated and the resulting profit or loss is recognized in the results of operations.

**Goodwill** —Goodwill is reviewed for impairment annually as of October 31 or more frequently if events or changes in circumstances indicate that it is more likely than not that the fair value of a reporting unit is below its carrying value. The annual goodwill impairment test, as of October 31, 2013, was performed based on the fifteen reporting units identified under the Company's previous organization structure prior to the reorganization of the Company's reportable segments in the fourth quarter of 2013 (the "Previous Organization Structure").

For certain reporting units, the Company may perform a qualitative, rather than quantitative, assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. In performing this qualitative analysis, the Company considers various factors, including the excess of prior year estimates of fair value compared to carrying value, the effect of market or industry changes and the reporting units' actual results compared to projected results. Based on this qualitative analysis, if management determines that it is more likely than not that the fair value of the reporting unit is greater than its carrying value, no further impairment testing is performed.

For the remaining reporting units, the Company compares each reporting unit's fair value, estimated based on comparable company market valuations and expected future discounted cash flows to be generated by the reporting unit, to its carrying value. If the carrying value exceeds the reporting unit's fair value, the Company performs an additional fair value measurement calculation to determine the impairment loss, which is charged to operations in the period identified. See Note 3 for further discussion.

The Company also performs an interim review for indicators of impairment at each quarter-end to assess whether an interim impairment review is required for any reporting unit. In the Company's interim review for indicators of impairment as of December 31, 2013, under the Company's current reporting structure, management concluded that there were no indicators that the fair value of any of the reporting units with goodwill was more likely than not below its carrying value.

**Amortization** —Certain costs to acquire and develop internal-use computer software are capitalized and amortized over their estimated useful life using the straight-line method, up to a maximum of five years. Amortization expense,

primarily related to internally-developed software and excluding amortization expense related to other intangible assets, was \$34.1 million, \$26.6 million and \$21.8 million for the years ended December 31, 2013, 2012 and 2011, respectively. Deferred debt issuance costs are amortized over the term of the related debt. Other intangible assets, except for those intangible assets with indefinite lives, are recognized apart from goodwill and are amortized over their estimated useful lives. Other intangible assets with indefinite lives are not amortized. See Note 4 for further discussion of other intangible assets and the related amortization expense.

**Financial Instruments** —The Company uses derivative financial instruments to hedge exposures to interest rate and foreign exchange fluctuations in the ordinary course of business.

All derivatives are recorded as other current or noncurrent assets or other current or noncurrent liabilities on the balance sheet at their respective fair values with unrealized gains and losses recorded in comprehensive income (loss), net of applicable income taxes, or in the results of operations, depending on the purpose for which the derivative is held. For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative, as well as the offsetting gain or loss on the hedged item attributable to the hedged risk, are recognized in the results of operations. Changes in the fair value of derivatives that do not meet the criteria for designation as a hedge at inception, or fail to meet the criteria thereafter, are recognized currently in the results of operations. At inception of a hedge transaction, the Company formally documents the hedge relationship and the risk management objective for undertaking the hedge. In addition, the Company assesses, both at inception of the hedge and on an ongoing basis, whether the derivative in the hedging transaction has been highly effective in offsetting changes in fair value or cash flows of the hedged item and whether the derivative is expected to continue to be highly effective. The impact of any ineffectiveness is recognized currently in the results of operations.

The Company's foreign exchange forward contracts and interest rate swaps are subject to enforceable master netting agreements that allow the Company to settle positive and negative positions with the respective counterparties. The Company settles foreign exchange forward contracts on a net basis when possible. Foreign exchange forward contracts that can be settled on a net basis are

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)-(Continued)

presented net in the Consolidated Balance Sheets. Interest rate swaps are settled on a gross basis and presented gross in the Consolidated Balance Sheets.

See Note 14 for further discussion.

**Share-Based Compensation** —The Company recognizes share-based compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options, restricted stock units and performance share units. The Company recognizes compensation expense for share-based awards expected to vest on a straight-line basis over the requisite service period of the award based on their grant date fair value. See Note 17 for further discussion.

**Pension and Other Postretirement Benefits Plans** —The Company records annual income and expense amounts relating to its pension and other postretirement benefit plans based on calculations which include various actuarial assumptions, including discount rates, mortality, assumed rates of return, compensation increases, turnover rates and healthcare cost trend rates. The Company reviews its actuarial assumptions on an annual basis and makes modifications to the assumptions based on current rates and trends when it is deemed appropriate to do so. The effect of modifications on the value of plan obligations and assets is recognized immediately within other comprehensive income (loss) and amortized into operating earnings over future periods. The Company believes that the assumptions utilized in recording its obligations under its plans are reasonable based on its experience, market conditions and input from its actuaries and investment advisors. See Note 11 for further discussion.

**Taxes on Income** —Deferred taxes are provided using an asset and liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company recognizes deferred tax liabilities related to local taxes on certain foreign earnings that are not considered to be permanently reinvested. Certain other cash balances of foreign subsidiaries may be subject to U.S. or local country taxes if repatriated to the U.S. and repatriation of some foreign cash balances is further restricted by local laws. Management regularly evaluates whether foreign earnings are expected to be permanently reinvested. This evaluation requires judgment about the future operating and liquidity needs of the Company and its foreign subsidiaries. Changes in economic and business conditions, foreign or U.S. tax laws, or the Company's financial situation could result in changes to these judgments and the need to record additional tax liabilities.

The Company is regularly audited by foreign and domestic tax authorities. These audits occasionally result in proposed assessments where the ultimate resolution might result in the Company owing additional taxes, including in some cases, penalties and interest. The Company recognizes a tax position in its financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities. This recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Although management believes that its estimates are



reasonable, the final outcome of uncertain tax positions may be materially different from that which is reflected in the Company's financial statements. The Company adjusts such reserves upon changes in circumstances that would cause a change to the estimate of the ultimate liability, upon effective settlement or upon the expiration of the statute of limitations, in the period in which such event occurs. See Note 12 for further discussion.

Comprehensive Income (Loss) —Comprehensive income (loss) for the Company consists of net earnings (loss), unrecognized actuarial gains and losses, prior service cost for pension and other postretirement benefit plans, changes in the fair value of certain derivative financial instruments and foreign currency translation adjustments. See Note 16 for further discussion.

#### Note 2. Acquisitions and Dispositions

During the fourth quarter of 2013, the Company sold the assets and liabilities of R.R. Donnelley SAS ("MRM France"), its direct mail business located in Cosne sur Loire, France, for a loss of \$17.9 million, which was recognized in net investment and other expense (income) in the Consolidated Statements of Operations. The loss included cash incentive payments due to the purchaser of \$18.8 million, of which \$12.0 million was paid as of December 31, 2013. The operations of the MRM France business were included in the International segment.

For the year ended December 31, 2013, the Company recorded \$5.9 million of acquisition-related expenses associated with acquisitions contemplated or completed in subsequent periods within selling, general and administrative expenses in the Consolidated Statements of Operations.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)-(Continued)

### 2012 Acquisitions

On December 28, 2012, the Company acquired Presort Solutions (“Presort”), a provider of mail presorting services to businesses in various industries. The acquisition of Presort expanded the range of logistics co-mailing capabilities that the Company can provide to its customers and enhanced its integrated offerings. The purchase price for Presort was \$11.7 million, net of cash acquired of \$0.8 million. Presort’s operations are included in the Strategic Services segment.

On December 17, 2012, the Company acquired Meisel Photographic Corporation (“Meisel”), a provider of custom designed visual graphics products to the retail market. The acquisition of Meisel expanded and enhanced the range of services the Company offers to its customers. The purchase price for Meisel was \$25.4 million, net of cash acquired of \$1.0 million. Meisel’s operations are included in the Variable Print segment.

On September 6, 2012, the Company acquired Express Postal Options International (“XPO”), a provider of international outbound mailing services to pharmaceutical, e-commerce, financial services, information technology, catalog, direct mail and other businesses. The acquisition of XPO expanded the range of logistics capabilities that the Company can provide to its customers and enhanced its integrated offerings. The purchase price for XPO, which included the Company’s estimate of contingent consideration, was \$23.4 million, net of cash acquired of \$1.0 million. The former owners of XPO may receive contingent consideration in the form of cash payments of up to \$4.0 million subject to XPO achieving certain gross profit targets. As of the acquisition date, the Company estimated the fair value of the contingent consideration to be \$3.5 million using a probability weighting of the potential payouts. The Company has subsequently revised the estimated fair value of the contingent consideration to \$0.5 million as the result of a decrease in the likelihood of achieving certain gross profit targets. The adjustment to the fair value of the contingent consideration was recognized in selling, general and administrative expenses in the Consolidated Statements of Operations. Any further changes in the estimated contingent consideration will also be recognized in the Consolidated Statements of Operations. XPO’s operations are included in the Strategic Services segment.

On August 14, 2012, the Company acquired EDGAR Online, a leading provider of disclosure management services, financial data and enterprise risk analytics software and solutions. The acquisition of EDGAR Online expanded and enhanced the range of services that the Company offers to its customers. The purchase price for EDGAR Online was \$71.5 million, including debt assumed of \$1.4 million and net of cash acquired of \$2.1 million. Immediately following the acquisition, the Company repaid the \$1.4 million of debt assumed. EDGAR Online’s operations are included in the Strategic Services segment.

For the year ended December, 2012, the Company recorded \$2.5 million of acquisition-related expenses associated with acquisitions completed or contemplated within selling, general and administrative expenses in the Consolidated Statements of Operations.

The Presort, Meisel, XPO and EDGAR Online acquisitions were recorded by allocating the cost of the acquisitions to the assets acquired, including other intangible assets, based on their estimated fair values at the acquisition date. The excess of the cost of the acquisitions and the fair value of the contingent consideration over the net amounts assigned to the fair value of the assets acquired was recorded as goodwill. The tax deductible goodwill related to these acquisitions was \$23.5 million.

Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Based on the valuations, the final purchase price allocations for these acquisitions were as follows:

Accounts receivable	\$18.3
Inventories	2.0
Prepaid expenses and other current assets	4.3
Property, plant and equipment	10.4
Amortizable other intangible assets	37.5
Other noncurrent assets	15.1
Goodwill	55.6
Accounts payable and accrued liabilities	(21.5 )
Other noncurrent liabilities	(0.1 )
Deferred taxes-net	10.4
Total purchase price-net of cash acquired	132.0
Less: debt assumed	1.4
Less: fair value of contingent consideration	3.5
Net cash paid	\$127.1

The fair values of technology, amortizable other intangible assets, contingent consideration and goodwill associated with the acquisitions of Presort, Meisel, XPO and EDGAR Online were determined to be Level 3 under the fair value hierarchy.

F-11

---

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)-(Continued)

The following table presents the fair value, valuation techniques and related unobservable inputs for these Level 3 measurements:

	Fair Value	Valuation Technique	Unobservable Input	Range
Customer relationships	\$ 31.4	Excess earnings, with and without method	Discount rate	16.0% - 17.0%
			Attrition rate	7.0% - 20.0%
				16.0% - 17.0%
Technology	14.5	Excess earnings, relief-from-royalty method, cost approach	Discount rate	10.0% - 20.0%
			Obsolescence factor	
			Royalty rate (after-tax)	4.5%
				15.5% - 17.0%
Trade names	3.5	Relief-from-royalty method	Discount rate	
Non-compete agreements	2.6	Excess earnings, with and without method	Royalty rate (after-tax)	0.3% - 1.2%
Contingent consideration	3.5	Probability weighted discounted future cash flows	Discount rate	16.0% - 17.0%
			Discount rate	4.5%

## 2011 Acquisitions

On November 21, 2011, the Company acquired StratusGroup, Inc. (“Stratus”), a full service manufacturer of custom pressure sensitive label and paperboard packaging products for health and beauty, food, beverage and other segments. Stratus’ decorative labeling and paperboard resources complement the Company’s prime label, corrugated and other global packaging capabilities. The purchase price for Stratus was \$28.8 million, net of cash acquired of \$0.1 million. Stratus’ operations are included in the Variable Print segment.

On September 6, 2011, the Company acquired Genesis Packaging & Design Inc. (“Genesis”), a full service provider of custom packaging, including designing, printing, die cutting, finishing and assembling. The addition of Genesis complements the Company’s existing packaging and merchandising business with a centrally located facility and enhanced ability to service customers in a range of industries. The purchase price for Genesis was \$10.1 million. Genesis’ operations are included in the Variable Print segment.

On August 16, 2011, the Company acquired LibreDigital, Inc. (“LibreDigital”), a leading provider of digital content distribution, e-reading software, content conversion, data analytics and business intelligence services. LibreDigital’s capabilities enable the Company to offer a broader selection of digital content creation and delivery services to publishing, retail, e-reader provider and other customers. The purchase price for LibreDigital was \$19.5 million, net of cash acquired of \$0.1 million. LibreDigital’s operations are included in the Strategic Services segment.

On August 15, 2011, the Company acquired Sequence Personal LLC (“Sequence”), a provider of proprietary software that enables readers to select relevant content to be digitally produced as specialized publications. Sequence’s software

offers publishers and other customers a practical way to increase revenues by allowing advertisers to select unique ad selection criteria for targeted delivery. The purchase price for Sequence, which included the Company's estimate of contingent consideration, was \$14.6 million, net of cash acquired of \$0.1 million. A former equity holder of Sequence may receive contingent consideration in the form of cash payments of up to \$14.0 million, subject to Sequence achieving certain milestones related to volume or revenue in 2013 and 2014. As of the acquisition date, the Company estimated the fair value of the contingent consideration to be \$6.8 million using a probability weighting of the potential payouts. The Company has subsequently revised the estimated fair value of the contingent consideration as the result of a decrease in the likelihood of achieving the milestones. The adjustment to the fair value of the contingent consideration was recognized in selling, general and administrative expenses in the Consolidated Statements of Operations. Sequence's operations are included in the Strategic Services segment.

On June 21, 2011, the Company acquired Helium, Inc. ("Helium"), an online community offering publishers, catalogers and other customers stock and custom content, as well as a comprehensive range of editorial solutions. The ability to bundle Helium's content development solutions with the Company's complete offering of content delivery resources addresses customers' needs across the full breadth of the supply chain. As the Company previously held a 23.7% equity investment in Helium, the purchase price for the remaining equity of Helium was \$57.0 million, net of cash acquired of \$0.1 million and included an amount due from Helium of \$1.1 million. The fair value of the Company's previously held equity investment was \$12.8 million, resulting in the recognition of a \$10.0 million gain, which is reflected in investment and other expense (income) in the Consolidated Statements of Operations for the year ended December 31, 2011. The fair value of the previously held equity investment was determined based on the purchase price paid for the remaining equity less an estimated control premium. The inputs used to determine the fair value of the previously held equity investment were determined to be Level 3 under the fair value hierarchy. Helium's operations are included in the Strategic Services segment.

On March 24, 2011, the Company acquired Journalism Online, LLC ("Journalism Online"), an online provider of tools that allow consumers to purchase online subscriptions from publishers. Journalism Online's Press+ offering provides subscription

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)-(Continued)

management and online content payment services that increase the breadth of services the Company offers to its existing base of publishing customers. The purchase price for Journalism Online was \$19.6 million, net of cash acquired of \$0.4 million. Journalism Online's operations are included in the Strategic Services segment.

For the year ended December 31, 2011, the Company recorded \$2.2 million of acquisition-related expenses, associated with acquisitions completed or contemplated, within selling, general and administrative expenses in the Consolidated Statements of Operations.

The Stratus, Genesis, LibreDigital, Sequence, Helium and Journalism Online acquisitions were recorded by allocating the cost of the acquisitions to the assets acquired, including other intangible assets, based on their estimated fair values at the acquisition date. The excess of the cost of the acquisitions and the fair value of the previously-held investments in Helium and contingent consideration over the net amounts assigned to the fair value of the assets acquired was recorded as goodwill. The tax deductible goodwill related to these acquisitions was \$46.7 million. Based on the valuations, the final purchase price allocations for these acquisitions were as follows:

Accounts receivable	\$6.0
Inventories	2.3
Prepaid expenses and other current assets	0.4
Property, plant and equipment and other noncurrent assets	16.8
Amortizable other intangible assets	16.2
Goodwill	117.6
Accounts payable and accrued liabilities	(8.2 )
Other noncurrent liabilities	(2.9 )
Deferred taxes-net	14.2
Total purchase price-net of cash acquired	162.4
Less: fair value of Company's previously-held investments in Helium	13.9
Less: fair value of contingent consideration	6.8
Net cash paid	\$141.7

The fair values of property, plant and equipment, amortizable other intangible assets, contingent consideration and goodwill associated with the acquisitions of Stratus, Genesis, LibreDigital, Sequence, Helium and Journalism Online were determined to be Level 3 under the fair value hierarchy. Property, plant and equipment values were estimated based on discussions with machinery and equipment brokers, dealer quotes and internal expertise related to the equipment and current marketplace conditions. Customer relationships intangible asset values were estimated based on expected future cash flows discounted using an estimated weighted average cost of capital. Estimates of future customer attrition rates were considered in estimating the expected future cash flows from customer relationships. Tradename intangible asset values were estimated based on the relief-from-royalty method.

## Pro forma results

If the 2012 acquisitions described above had occurred at January 1, 2011, the Company's pro forma net sales for the year ended December 31, 2012 would have been \$10,461.1 million.

The unaudited pro forma net sales are not intended to represent or be indicative of the Company's consolidated results of operations or financial condition that would have been reported had these acquisitions been completed as of the beginning of the periods presented and should not be taken as indicative of the Company's future consolidated results of operations or financial condition.

Note 3. Restructuring, Impairment and Other Charges

The Company recorded restructuring, impairment and other charges of \$133.5 million, \$1,118.5 million and \$667.8 million for the years ended December 31, 2013, 2012 and 2011, respectively.

The restructuring charges recorded are based on restructuring plans that have been committed to by management and are, in part, based upon management's best estimates of future events. Changes to the estimates may require future adjustments to the restructuring liabilities.

F-13

---

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)-(Continued)

## Restructuring, Impairment and Other Charges Recognized in Results of Operations

2013	Employee Terminations	Other Restructuring Charges	Total Restructuring Charges	Impairment	Other Charges	Total
Publishing and Retail Services	\$ 17.0	\$ 14.1	\$ 31.1	\$ 12.3	\$ 30.3	\$ 73.7
Variable Print	2.2	12.5	14.7	0.9	—	15.6
Strategic Services	2.8	2.0	4.8	6.3	8.1	19.2
International	14.3	3.6	17.9	1.0	—	18.9
Corporate	4.1	1.6	5.7	0.4	—	6.1
Total	\$ 40.4	\$ 33.8	\$ 74.2	\$ 20.9	\$ 38.4	\$ 133.5

In 2013, the Company recorded restructuring charges of \$40.4 million for employee termination costs, lease termination and other restructuring charges of \$33.8 million, \$17.6 million of impairment charges for other long-lived assets, \$3.3 million for the impairment of other intangible assets and \$38.4 million of other estimated charges as a result of its decision to withdraw from certain multi-employer pension plans.

## Restructuring and Impairment Charges

For the year ended December 31, 2013, the Company recorded net restructuring charges of \$40.4 million for employee termination costs for 1,382 employees, of whom 1,363 were terminated as of December 31, 2013. These charges primarily related to the closing of two manufacturing facilities within the Publishing and Retail Services segment and one manufacturing facility within the Variable Print segment and the reorganization of certain operations. Additionally, the Company incurred lease termination and other restructuring charges of \$33.8 million for the year ended December 31, 2013, of which \$14.7 million related to multi-employer pension plan complete or partial withdrawal charges primarily attributable to manufacturing facility closures. For the year ended December 31, 2013, the Company also recorded \$17.6 million of impairment charges primarily related to buildings and machinery and equipment associated with facility closings. The fair values of the buildings and machinery and equipment were determined to be Level 3 under the fair value hierarchy and were estimated based on discussions with real estate brokers, review of comparable properties, if available, discussions with machinery and equipment brokers, dealer quotes and internal expertise related to the current marketplace conditions.

During the fourth quarter of 2013, the Company recorded non-cash charges of \$3.3 million related to the impairment of acquired customer relationship intangible assets in the financial reporting unit within the Strategic Services segment. The impairment of the acquired customer relationship intangible assets resulted from declines in compliance services volume from these relationships. The impairment of the acquired customer relationship intangible assets was determined using Level 3 inputs and estimated based on a cash flow analysis, which included management's assumptions related to future revenues and profitability. See Note 8 for further discussion of these Level 3 inputs.



## Other Charges

For the year ended December 31, 2013, the Company recorded charges of \$38.4 million as a result of its decision to withdraw from certain multi-employer pension plans. These charges for multi-employer pension plan withdrawal obligations, unrelated to facility closures, represent the Company's best estimate of the expected settlement of these withdrawal liabilities. The liabilities for these withdrawal obligations of \$38.4 million were included in other noncurrent liabilities as of December 31, 2013. See Note 11 for further discussion of multi-employer pension plans.

2012	Employee Terminations	Other Restructuring Charges	Total Restructuring Charges	Impairment	Other Charges	Total
Publishing and Retail Services	\$ 13.3	\$ 5.2	\$ 18.5	\$ 827.7	\$ —	\$846.2
Variable Print	14.2	5.6	19.8	9.8	—	29.6
Strategic Services	7.7	6.0	13.7	132.9	—	146.6
International	11.0	4.0	15.0	50.7	—	65.7
Corporate	20.4	4.5	24.9	5.5	—	30.4
Total	\$ 66.6	\$ 25.3	\$ 91.9	\$ 1,026.6	\$ —	\$1,118.5

Restructuring, impairment and other charges in 2012 included \$848.4 million and \$158.0 million for the impairment of goodwill and acquired customer relationship intangible assets, respectively. Additionally in 2012, the Company recorded restructuring charges of \$66.6 million for employee termination costs, \$25.3 million of lease termination and other facility closure costs and \$20.2 million of impairment charges for other long-lived assets.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)-(Continued)

In the fourth quarter of 2012, as a result of the Company's annual goodwill impairment test completed under the Previous Organization Structure, the Company recorded total non-cash charges to recognize the impairment of goodwill of \$461.7 million, \$318.7 million and \$68.0 million in the magazines, catalogs and retail inserts, books and directories and Europe reporting units, respectively. These goodwill impairment charges resulted from a reduction in the estimated fair value of the magazines, catalogs and retail inserts, books and directories and Europe reporting units based on lower expectations for future revenue, profitability and cash flows as compared to expectations as of the October 31, 2011 annual goodwill impairment test. The lower expectations for the magazines, catalogs and retail inserts reporting unit were due to price pressures driven by excess capacity in the industry and erosion of ad pages and circulation for magazines. The lower expectations for the books and directories reporting unit were due to lower demand for educational books as a result of state and local budget constraints, the impact of electronic substitution on consumer book and directory volumes and price pressures driven by excess capacity in the industry. The lower expectations for the Europe reporting unit were due to lower volumes from existing customers and price pressures driven by excess capacity in the industry. Because the fair values of these reporting units were below their carrying values, including goodwill, the Company performed an additional fair value measurement calculation to determine the amount of the impairment charge for each reporting unit. As part of this calculation, the Company also estimated the fair values of the significant tangible and intangible long-lived assets of each reporting unit. The goodwill impairment charges were determined using Level 3 inputs, including discounted cash flow analyses, comparable marketplace fair value data and management's assumptions in valuing the significant tangible and intangible assets. Of the \$461.7 million goodwill impairment charge recorded in the magazines, catalogs and retail inserts reporting unit under the Previous Organization Structure, \$365.8 million and \$95.9 million of impairment is now included in the Publishing and Retail Services and Strategic Services segments, respectively. Of the \$318.7 million goodwill impairment charge recorded in the books and directories reporting unit under the Previous Organization Structure, \$304.1 million, \$10.9 million and \$3.7 million of impairment is now included in the Publishing and Retail Services, Strategic Services and Variable Print segments, respectively. Of the \$68.0 million goodwill impairment charge recorded in the Europe reporting unit under the Previous Organization Structure, \$44.9 million and \$23.1 million of impairment is now included in the International and Strategic Services segments, respectively.

During the fourth quarter of 2012, the Company recorded total non-cash charges of \$158.0 million related to the impairment of acquired customer relationship intangible assets consisting of \$123.8 million, \$28.5 million and \$5.7 million in the books and directories, magazines, catalogs and retail inserts and Latin America reporting units, respectively, under the Previous Organization Structure. The impairment of the acquired customer relationship intangible assets resulted from lower expectations for future revenue to be derived from these relationships, driven by the same factors that caused the goodwill impairment in the books and directories and magazines, catalogs and retail inserts reporting units and driven by the impact of electronic substitution on forms and statement printing in the Latin America reporting unit. The impairment of the acquired customer relationship intangible assets was determined using Level 3 inputs and estimated based on cash flow analyses, which included estimates of customer attrition rates and management's assumptions related to future revenues and profitability. Of the \$123.8 million impairment of other intangible assets charge recorded in the books and directories reporting unit under the Previous Organization Structure, \$121.9 million, \$1.4 million and \$0.5 million of impairment is now included in the Publishing and Retail Services, Variable Print and Strategic Services segments, respectively. Of the \$28.5 million impairment of other intangible assets charge recorded in the magazines, catalogs and retail inserts reporting unit under the Previous Organization Structure, \$28.2 million and \$0.3 million of impairment is now included in the Publishing and Retail Services and Strategic Services segments, respectively. The \$5.7 million impairment of other intangible assets

recorded in the Latin America reporting unit under the Previous Organization Structure is now included within the International segment. See Note 8 for further discussion of these Level 3 inputs.

For the year ended December 31, 2012, the Company also recorded net restructuring charges of \$66.6 million for employee termination costs for 2,200 employees, substantially all of whom were terminated as of December 31, 2013. These charges primarily related to actions resulting from the reorganization of sales and administrative functions across all segments, the closing of three manufacturing facilities within the Variable Print segment, two manufacturing facilities within the Publishing and Retail Services segment and one manufacturing facility within the International segment and the reorganization of certain operations. Additionally, the Company incurred lease termination and other restructuring charges of \$25.3 million for the year ended December 31, 2012. For the year ended December 31, 2012, the Company also recorded \$20.2 million of impairment charges primarily related to machinery and equipment associated with facility closures and other asset disposals. The fair values of the land, buildings, machinery and equipment and leasehold improvements were determined to be Level 3 under the fair value hierarchy and were estimated based on discussions with real estate brokers, review of comparable properties, if available, discussions with machinery and equipment brokers, dealer quotes and internal expertise related to the current marketplace conditions.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)-(Continued)

2011	Employee Terminations	Other Restructuring Charges	Total Restructuring Charges	Impairment	Other Charges	Total
Publishing and Retail Services	\$ 21.8	\$ 12.3	\$ 34.1	\$ 18.7	\$ —	\$ 52.8
Variable Print	8.3	13.6	21.9	365.8	—	387.7
Strategic Services	20.2	27.1	47.3	24.6	—	71.9
International	18.1	5.3	23.4	119.7	—	143.1
Corporate	8.3	1.3	9.6	2.7	—	12.3
Total	\$ 76.7	\$ 59.6	\$ 136.3	\$ 531.5	\$ —	\$ 667.8

Restructuring, impairment and other charges in 2011 included \$392.3 million for the impairment of goodwill and \$90.7 million of impairment primarily related to acquired customer relationship intangible assets. Additionally in 2011, the Company recorded restructuring charges of \$76.7 million for employee termination costs, \$59.6 million for other restructuring charges, of which \$15.1 million related to multi-employer pension plan complete or partial withdrawal charges and the remaining amount related to lease termination and other facility closure costs, and \$48.5 million of impairment charges for other long-lived assets.

In the fourth quarter of 2011, as a result of the Company's annual goodwill impairment test completed under the Previous Organization Structure, the Company recorded non-cash charges to recognize the impairment of goodwill of \$170.4 million, \$99.9 million, \$62.2 million and \$59.8 million in the commercial, forms and labels, Canada and Latin America reporting units, respectively. These goodwill impairment charges resulted from reductions in the estimated fair value of the commercial, forms and labels, Canada and Latin America reporting units, based on lower expectations for future revenue, profitability and cash flows due to the continued impact of electronic substitution on demand for business forms and other products and price pressures. Because the fair values of these reporting units were below their carrying values, including goodwill, the Company performed an additional fair value measurement calculation to determine the amount of impairment loss. As part of this calculation, the Company also estimated the fair value of the significant tangible and intangible long-lived assets of these reporting units. The goodwill impairments were determined using Level 3 inputs, including discounted cash flow analyses, comparable marketplace fair value data and management's assumptions in valuing the significant tangible and intangible assets. Of the \$170.4 million goodwill impairment charge recorded in the commercial reporting unit under the Previous Organization Structure, \$167.5 million and \$2.9 million of impairment is now included in Variable Print and Strategic Services segments, respectively. The \$99.9 million goodwill impairment charge recorded in the forms and labels reporting unit under the Previous Organization Structure is now included in the Variable Print segment. Of the \$62.2 million and \$59.8 million goodwill impairment charge recorded in the Canada and Latin America reporting units, respectively, under the Previous Organization Structure, \$116.0 million and \$6.0 million and of impairment is now included in the International and Strategic Services segments, respectively.

Additionally, during the fourth quarter of 2011, the Company recorded \$90.7 million of non-cash charges primarily related to the impairment of acquired customer relationship intangible assets in the forms and labels reporting unit under the Previous Organization Structure. The impairment of the acquired customer relationship intangible assets resulted from lower expectations for future revenue, profitability and cash flows due to the continued impact of electronic substitution on demand for business forms and price pressures in the forms and labels reporting unit. The impairment of the acquired customer relationship intangible assets was determined using Level 3 inputs and estimated based on cash flow analyses, which included estimates of customer attrition rates and management's assumptions related to future revenues and profitability. Of the \$90.7 million impairment of other intangible assets charge primarily recorded in the forms and labels reporting unit under the Previous Organization Structure, \$89.7 million and \$1.0 million is now included in the Variable Print and Strategic Services segments, respectively.

For the year ended December 31, 2011, the Company also recorded net restructuring charges of \$76.7 million for employee termination costs for 2,899 employees, all of whom were terminated as of December 31, 2013. These charges primarily related to the closings of certain facilities and headcount reductions due to the Bowne acquisition, as well as the closing of four manufacturing facilities within the Publishing and Retail Services segment and one manufacturing facility within the Variable Print segment and the reorganization of certain operations. Additionally, the Company incurred lease termination and other restructuring charges of \$59.6 million for the year ended December 31, 2011, of which \$15.1 million related to multi-employer pension plan complete or partial withdrawal charges primarily attributable to the closing of two manufacturing facilities within the Publishing and Retail Services segment and one manufacturing facility within the Variable Print segment. For the year ended December 31, 2011, the Company also recorded \$48.5 million of impairment charges primarily related to land, buildings, machinery and equipment and leasehold improvements associated with facility closings. The fair values of the land, buildings, machinery and equipment and leasehold improvements were determined to be Level 3 under the fair value hierarchy and were estimated based on discussions with real estate brokers, review of comparable properties, if available, discussions with machinery and equipment brokers, dealer quotes and internal expertise related to the current marketplace conditions.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)-(Continued)

## Restructuring Reserve

The restructuring reserve as of December 31, 2013 and 2012, and changes during the year ended December 31, 2013, were as follows:

	December 31, 2012	Restructuring Charges	Foreign Exchange and Other	Cash Paid	December 31, 2013
Employee terminations	\$ 23.4	\$ 40.4	\$ (2.1 )	\$(42.0 )	\$ 19.7
Multi-employer pension plan withdrawal obligations	25.1	14.7	—	(3.0 )	36.8
Lease terminations and other	30.0	19.1	1.1	(29.1 )	21.1
Total	\$ 78.5	\$ 74.2	\$ (1.0 )	\$(74.1 )	\$ 77.6

The current portion of restructuring reserves of \$32.3 million at December 31, 2013 was included in accrued liabilities, while the long-term portion of \$45.3 million, primarily related to multi-employer pension plan complete or partial withdrawal obligations related to facility closures and lease termination costs, was included in other noncurrent liabilities at December 31, 2013.

The Company anticipates that payments associated with the employee terminations reflected in the above table will be substantially completed by December 2014.

Payments on all of the Company's multi-employer pension plan complete or partial withdrawal obligations, including those related to facility closures and as a result of the Company's decision to withdraw from the plan, are scheduled to be substantially completed by 2033. Changes based on uncertainties in these estimated withdrawal obligations could affect the ultimate charges related to multi-employer pension plan withdrawals. See Note 11 for further discussion of multi-employer pension plans.

The restructuring liabilities classified as "lease terminations and other" consisted of lease terminations, other facility closing costs and contract termination costs. Payments on certain of the lease obligations are scheduled to continue until 2026. Market conditions and the Company's ability to sublease these properties could affect the ultimate charges related to the lease obligations. Any potential recoveries or additional charges could affect amounts reported in the Consolidated Financial Statements of future periods.

The restructuring reserve as of December 31, 2012 and 2011, and changes during the year ended December 31, 2012, were as follows:

	December 31, 2011	Restructuring Charges	Foreign Exchange and Other	Cash Paid	December 31, 2012
--	----------------------	--------------------------	----------------------------------	-----------	----------------------

Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Employee terminations	\$ 27.2	\$ 66.6	\$ (1.7 )	\$ (68.7 )	\$ 23.4
Multi-employer pension withdrawal obligations	27.9	(0.4 )	—	(2.4 )	25.1
Lease terminations and other	32.6	25.7	2.0	(30.3 )	30.0
Total	\$ 87.7	\$ 91.9	\$ 0.3	\$ (101.4 )	\$ 78.5

The current portion of restructuring reserves of \$35.8 million was included in accrued liabilities at December 31, 2012, while the long-term portion of \$42.7 million, primarily related to multi-employer pension plan complete or partial withdrawal obligations and lease termination costs associated with facility closures, was included in other noncurrent liabilities at December 31, 2012.

Payments associated with the employee terminations reflected in the above table were substantially completed by December 2013.

F-17

---

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions, except per share data and unless otherwise indicated)-(Continued)

## Note 4. Goodwill and Other Intangible Assets

The changes in the carrying amount of goodwill for the years ended December 31, 2013 and 2012 were as follows:

	Publishing and Retail Services	Variable Print	Strategic Services	International	Total
Net book value at January 1, 2012					
Goodwill	\$ 688.6	\$ 1,629.4	\$ 959.1	\$ 1,243.9	\$ 4,521.0
Accumulated impairment losses	—	(1,101.5 )	(113.7 )	(1,083.7 )	(2,298.9 )
Total	688.6	527.9	845.4	160.2	2,222.1
Acquisitions	—	9.5	48.4	—	57.9
Foreign exchange and other adjustments	(0.6 )	(0.1 )	0.2	5.3	4.8
Impairment charges	(669.9 )	(3.7 )	(129.9 )	(44.9 )	(848.4 )
Net book value at December 31, 2012					
Goodwill	688.0	1,638.8	1,007.5	1,286.4	4,620.7
Accumulated impairment losses	(669.9 )	(1,105.2 )	(243.4 )	(1,165.8 )	(3,184.3 )
Total	18.1	533.6	764.1	120.6	1,436.4
Foreign exchange and other adjustments	—	(0.2 )	(2.2 )	2.3	(0.1 )
Net book value at December 31, 2013					
Goodwill	688.0	1,638.6	1,005.4	1,275.9	4,607.9
Accumulated impairment losses	(669.9 )	(1,105.2 )	(243.5 )	(1,153.0 )	(3,171.6 )
Total	\$ 18.1	\$ 533.4	\$ 761.9	\$ 122.9	\$ 1,436.3

Due to the change in the Company's reporting structure, as of December 31, 2013, the Company's goodwill balances for certain reporting units were reallocated based on the relative fair values of the businesses.

In the fourth quarter of 2012, the Company recorded non-cash charges of \$848.4 million to reflect impairment of goodwill. See Note 3 for further discussion regarding this impairment charge.

The components of other intangible assets at December 31, 2013 and 2012 were as follows:

	December 31, 2013			December 31, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Customer relationships	\$ 728.8	\$ (448.5 )	\$ 280.3	\$ 731.1	\$ (388.0 )	\$ 343.1
Patents	98.3	(98.3 )	—	98.3	(98.1 )	0.2
Trademarks, licenses and agreements	31.4	(28.2 )	3.2	31.7	(26.1 )	5.6
Trade names	27.1	(12.8 )	14.3	27.1	(11.2 )	15.9



Edgar Filing: RR Donnelley & Sons Co - Form 10-K

Total amortizable other intangible assets	885.6	(587.8 )	297.8	888.2	(523.4 )	364.8
Indefinite-lived trade names	18.1	—	18.1	18.1	—	