

RR Donnelley & Sons Co
Form 4
October 04, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Knotts Daniel L.

(Last) (First) (Middle)

C/O R. R. DONNELLEY & SONS COMPANY, 35 WEST WACKER DRIVE

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

RR Donnelley & Sons Co [RRD]

3. Date of Earliest Transaction (Month/Day/Year)

10/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/01/2016		A	0 ⁽¹⁾	\$ 0	83,827 ⁽²⁾ ⁽³⁾	D

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knotts Daniel L. C/O R. R. DONNELLEY & SONS COMPANY 35 WEST WACKER DRIVE CHICAGO, IL 60601	X		CEO and President	

Signatures

/s/ Deborah L. Steiner, Deborah L. Steiner, Attorney-in-Fact for Daniel L. Knotts 10/04/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Daniel L. Knotts has been awarded restricted stock units ("RSUs") with a value of \$2,375,000. The number of RSUs will be determined based on a ten trading day value weighted average price of R. R. Donnelley & Sons Company ("RRD") common stock following the date of grant. Mr. Knotts' RSUs will vest ratably in three equal installments on the first three anniversaries of the date of grant, subject to Mr. Knotts continued employment with RRD. The Reporting Person will amend this Form 4 when such information is available.

(2) Reflects impact of 1-for-3 reverse stock split by RRD, which was effective on October 1, 2016. Includes 83,382 shares of common stock held individually, 400 shares held jointly with spouse, and 45 shares held in dividend reinvestment plan. The number of restricted stock units has not yet been determined, as restricted stock units and performance share units over R. R. Donnelley & Sons Company ("RRD") common stock outstanding prior to October 1, 2016 will be adjusted (a) to give effect to the reverse stock split described in noted above, and (b) to give effect to the distribution by RRD of 80.75% of the common stock of LSC Communications, Inc. ("LSC") and Donnelley Financial Solutions, Inc. ("Donnelley Financial"), which occurred on October 1, 2016 (collectively, the "Spinoffs").

(Continued from footnote 2) The number of restricted stock units over RRD common stock will be determined after the date hereof pursuant to, with respect to the Spinoffs, an equitable adjustment in the Separation and Distribution Agreement, dated as of September 14, 2016, by and among RRD, LSC and Donnelley Financial and, with respect to the reverse stock split, pursuant to the RRD 2012

(3) Performance Incentive Plan. Does not reflect adjustments in terms of ownership of stock options over RRD common stock, as the number of stock options over RRD common stock has not yet been determined, as stock options over RRD common stock outstanding prior to October 1, 2016 will be adjusted (a) to give effect to the reverse stock split described in noted above, and (b) to give effect to the Spinoffs. The Reporting Person will amend this Form 4 when such information is available.

Remarks:

Exhibit Index Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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