

DONNELLEY R R & SONS CO  
Form S-8  
May 02, 2002

As filed with the Securities and Exchange Commission on May 2, 2002

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
**THE SECURITIES ACT OF 1933**

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**R.R. DONNELLEY & SONS COMPANY**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

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

77 West Wacker Drive  
Chicago, Illinois 60601  
(Address of principal executive offices)

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**R.R. DONNELLEY & SONS COMPANY 2000**  
**Broad-Based Stock Incentive Plan**  
(Full title of the plan)

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Monica M. Fohrman, Secretary  
77 West Wacker Drive  
Chicago, Illinois 60601  
(312) 326-8000  
(Name, address and telephone number,  
including area code, of agent for service)

*Copy to:*  
Gary D. Gerstman  
Sidley Austin Brown & Wood  
Bank One Plaza  
Chicago, Illinois 60603  
(312) 853-7000

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**CALCULATION OF REGISTRATION FEE**

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Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
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Common Stock, par value \$1.25	3,000,000 shares	\$31.73(2)	\$95,190,000(2)	\$8,758
Preferred Stock Purchase Rights	(3)	(3)	(3)	(3)

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- (1) Also registered hereby are such additional and indeterminate number of shares of Common Stock and Preferred Stock Purchase Rights ( Rights ) as may become issuable because of changes resulting from stock dividends, stock splits and similar changes.
  - (2) Estimated solely for the purpose of calculating the registration fee and, pursuant to Rules 457(h)(1) and 457(c) under the Securities Act of 1933, based upon the average of the high and low sale prices of the Common Stock of the Registrant on the New York Stock Exchange on April 29, 2002 (\$31.73).
  - (3) Rights are initially carried and traded with the Common Stock of the Registrant. Value attributable to such Rights, if any, is reflected in the market price of the Common Stock.
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**Registration of Additional Securities**

On February 1, 2001, R.R. Donnelley & Sons Company, a Delaware corporation, filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-55788) (the "Prior Registration Statement") in order to register shares of its common stock, \$1.25 par value per share ("Common Stock"), and the related preferred stock purchase rights (the "Rights"), for issuance under the R.R. Donnelley & Sons Company 2000 Broad-Based Stock Incentive Plan (the "Plan").

In accordance with General Instruction E to Form S-8, this Registration Statement is being filed in order to register additional shares of Common Stock and additional Rights for issuance under the Plan. The contents of the Prior Registration Statement are incorporated herein by reference. Any required opinions or consents are listed on the Exhibit Index attached hereto.



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/s/ JUDITH H. HAMILTON

Director

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**Judith H. Hamilton**

Director

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**Thomas S. Johnson**

/s/ OLIVER R. SOCKWELL

Director

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**Oliver R. Sockwell**

/s/ BIDE L. THOMAS

Director

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**Bide L. Thomas**

/s/ NORMAN H. WESLEY

Director

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**Norman H. Wesley**

/s/ STEPHEN M. WOLF

Director

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**Stephen M. Wolf**

**INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	Restated Certificate of Incorporation(1).
*4.2	By-Laws.
*4.3	Amendment to By-Laws adopted March 28, 2002.
4.4	Rights Agreement dated as of April 25 1996 between the Company and First Chicago Trust Company of New York(2).
*23	Consent of Arthur Andersen LLP.
*24	Powers of Attorney (contained in the Signatures page to this Registration Statement).
99	R.R. Donnelley & Sons Company 2000 Broad-Based Stock Incentive Plan(3)

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\* Filed  
herewith.

- (1) Exhibit 3(i) to Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1996 (Commission File No. 1-4694).
- (2) Filed on June 5, 1996 as Exhibit 4 to Form 8-A (Commission File No. 1-4694)
- (3) Filed on February 16, 2001 as Exhibit 99 to Registration Statement on Form S-8 (Registration No. 333-55788)