

VALASSIS COMMUNICATIONS INC  
Form SC 14D9/A  
January 10, 2014

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

**SCHEDULE 14D-9**

**(Rule 14d-101)**

**Solicitation/Recommendation Statement**

**Under Section 14(d)(4) of the Securities Exchange Act of 1934**

**Amendment No. 2**

**VALASSIS COMMUNICATIONS, INC.**

**(Name of Subject Company)**

**VALASSIS COMMUNICATIONS, INC.**

**(Name of Persons Filing Statement)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**918866104**

**(CUSIP Number of Class of Securities)**

**Todd L. Wiseley, Esq.**

**Valassis Communications, Inc.**

**19975 Victor Parkway**

**Livonia, Michigan 48152**

**(734) 591-3000**

**(Name, address and telephone numbers of person authorized to receive notice and communications  
on behalf of the persons filing statement)**

*With copies to:*

**Carol Anne Huff, Esq.**

**R. Henry Kleeman, Esq.**

**300 North LaSalle**

**Chicago, Illinois 60654**

**(312) 862-2000**

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 2 ( *Amendment No. 2* ) amends and supplements Item 8 in the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the U.S. Securities and Exchange Commission on January 6, 2014 by Valassis Communications, Inc., a Delaware corporation (as amended and supplemented from time to time, the *Schedule 14D-9* ). The Schedule 14D-9 relates to the tender offer by V Acquisition Sub, Inc., a Delaware corporation ( *Merger Sub* ), and subsidiary of Harland Clarke Holdings Corp., a Delaware corporation ( *Parent* ), to purchase all of Valassis Communications, Inc.'s outstanding common stock, par value of \$0.01 per share (the *Shares* ) for \$34.04 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase of Parent and Merger Sub dated January 6, 2014, and in the related Letter of Transmittal, as each may be amended or supplemented from time to time.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to items in this Amendment No. 2. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

***Item 8. Additional Information to be Furnished.***

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding a subsection entitled *Certain Litigation*, immediately following the subsection entitled *Regulatory Approvals*, and under such subsection, adding the following paragraphs:

On January 7, 2014, Lauren Beth Goff, alleging herself to be a stockholder of the Company, filed a purported stockholder class action complaint in the Circuit Court for the County of Wayne in the State of Michigan (the *Goff Complaint* ), against the Company and all members of the Board. The Goff Complaint alleges that the members of the Board breached their fiduciary duties to the Company's stockholders in connection with the Transactions. The suit seeks, among other things, an order enjoining consummation of the Merger, rescission of the Merger if it has already been consummated, compensatory and/or rescissory damages and an award of attorneys' fees, experts' fees and expenses. The Company believes the allegations are without merit and intends to defend the action vigorously. The foregoing summary of the Goff Complaint does not purport to be complete and is qualified in its entirety by reference to the Goff Complaint, which is filed as Exhibit (a)(5)(F) to this Schedule 14D-9.

On January 8, 2014, Thomas Carnevale, alleging himself to be a stockholder of the Company, filed a purported stockholder class action complaint in the Oakland County Circuit Court in the State of Michigan (the *Carnevale Complaint* ) against the Company, Parent, Merger Sub and all members of the Board. The Carnevale Complaint alleges that the members of the Board breached their fiduciary duties to the Company's stockholders in connection with the Transactions. The Carnevale Complaint also alleges that the Company, Parent and Merger Sub aided and abetted the alleged breaches of fiduciary duty by the members of the Board. The suit seeks, among other things, an order enjoining the consummation of the Merger, rescission of the Merger if it has already been consummated and costs related to the action, including attorneys' and experts' fees. The Company, Parent and Merger Sub believe the respective allegations against them are without merit and intend to defend the action vigorously. The foregoing summary of the Carnevale Complaint does not purport to be complete and is qualified in its entirety by reference to the Carnevale Complaint, which is filed as Exhibit (a)(5)(G) to this Schedule 14D-9.

***Item 9. Material to be Filed as Exhibits.***

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding to the list of Exhibits on page 38 immediately following the Exhibit listed as Exhibit (a)(5)(e) the Exhibits as follows:

(a)(5)(F) Complaint filed in the Circuit Court for the County of Wayne in the State of Michigan, captioned Lauren Beth Goff, On Behalf of Herself and All Others Similarly Situated v. Valassis Communications, Inc., Robert A. Mason, Robert L. Recchia, Alan F. Schultz, Joseph B. Anderson, Jr., Kenneth V. Darish, Thomas J. Reddin, Wallace S. Snyder, Luis A. Ubiñas, and Faith R. Whittlesey.



(a)(5)(G) Complaint filed in the Oakland County Circuit Court in the State of Michigan, captioned Thomas Carnevale, Individually and on Behalf of All Others Similarly Situated v. Valassis Communications, Inc., Harland Clarke Holdings Corp., V Acquisition Sub, Inc., Joseph B. Anderson, Jr., Kenneth V. Darish, Robert A. Mason, Robert L. Recchia, Thomas J. Reddin, Alan F. Schultz, Wallace Snyder, Luis A. Ubiñas, and Faith Whittlesey.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: January 10, 2014

VALASSIS COMMUNICATIONS, INC.

By: /s/ Todd L. Wiseley

Name: Todd L. Wiseley

Title: General Counsel and Corporate  
Secretary