

RR Donnelley & Sons Co
Form 3/A
October 18, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | |
|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Carroll Thomas M III</p> <p>(Last) (First) (Middle)</p> <p>C/O R. R. DONNELLEY & SONS COMPANY,Â 35 WEST WACKER DRIVE</p> <p>(Street)</p> <p>CHICAGO,Â ILÂ 60601</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/01/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>RR Donnelley & Sons Co [RRD]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Administrative Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>10/03/2016</p> |
|---|---|--|---|---|

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 48,333 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | | | | | |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carroll Thomas M III C/O R. R. DONNELLEY & SONS COMPANY 35 WEST WACKER DRIVE CHICAGO, IL 60601 | Â | Â | Â Chief Administrative Officer | Â |

Signatures

/s/ Deborah L. Steiner, Deborah L. Steiner, Attorney-In-Fact for Thomas M. Carroll III 10/18/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects one for three reverse stock split that was effective on October 1, 2016.

(2) Reporting Person is filing an amendment to his Form 3, which was filed on October 3, 2016, in order to update the number of securities beneficially owned as of the date of the event requiring the statement. This amount includes 7,126 shares of common stock of R. R. Donnelley & Sons Company ("RRD") and 41,207 restricted stock units, which are reflected as beneficially owned and reported as shares of RRD common stock.

(3) (Continued from Footnote 2) The number of restricted stock units was adjusted (a) to give effect to the reverse stock split described in note 1 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. ("DFS"), which occurred on October 1, 2016 (collectively, the "Spinoffs"). The number of restricted stock units was determined 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 DFS, and with respect to the reverse stock split, pursuant to the RRD 2012 Performance Incentive Plan.

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Remarks:

Thomas M. Carroll III became Chief Administrative Officer of R. R. Donnelley & Sons Company

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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