

RR Donnelley & Sons Co
Form 8-K
July 23, 2009

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

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 07/23/2009

R. R. DONNELLEY & SONS COMPANY

(Exact name of registrant as specified in its charter)

Commission File Number: 1-4694

DE
(State or other jurisdiction of
incorporation)

361004130
(IRS Employer
Identification No.)

111 S. Wacker Dr., Chicago, IL 60606
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On July 23, 2009, R.R. Donnelley & Sons Company, a Delaware corporation (the "Company"), announced its intention to list its common stock, par value \$1.25 per share, on the NASDAQ Global Select Market ("Nasdaq"). The Company expects to begin trading on the Nasdaq on August 5, 2009 and will continue to trade under the stock symbol "RRD." On July 23, 2009, the Company provided written notice to The New York Stock Exchange (the "NYSE") that the Company expects to voluntarily cease trading on the NYSE, effective August 5, 2009 and intends to transfer its listing to Nasdaq. The Company's Board of Directors has approved the transfer to Nasdaq.

A copy of the Company's press release related to the transfer of its listing from the NYSE to Nasdaq is attached to this report as Exhibit 99.1.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

R. R. DONNELLEY & SONS COMPANY

Date: July 23, 2009

By: /s/ Suzanne S. Bettman

Suzanne S. Bettman
Executive Vice President, General Counsel

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---------------------------|
| EX-99.1 | Press Release |