

DONNELLEY R R & SONS CO
Form 8-K/A
March 01, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 22, 2006

R. R. DONNELLEY & SONS COMPANY

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-4694
(Commission File Number)

36-1004130
(IRS Employer
Identification No.)

111 South Wacker Drive,

Chicago, Illinois
(Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: (312) 326-8000

60606
(Zip Code)

Not Applicable

(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 (see General Instructions A.2. below):

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- .. 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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Explanatory Note.

This Current Report on Form 8-K/A amends the Current Report on Form 8-K filed by R.R. Donnelley & Sons Company with the Securities and Exchange Commission on February 22, 2006 (the Original 8-K) and is being filed to restate the disclosure found in Item 5.03 and to refile in full Exhibit 3.2 to correct clerical errors in such Item 5.03 and Exhibit 3.2. No other changes are being made to the Original 8-K.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 22, 2006, the Company's Board of Directors amended Section 4.1 and Article V of the Company's bylaws, effective February 22, 2006, to delete the requirement that the Board of Directors elect all senior officers of the Company. The Amended and Restated Bylaws are filed as Exhibit 3.2 of this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

3.2 Amended and Restated By-Laws of R.R. Donnelley & Sons Company.

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 thereunto duly authorized.

R. R. DONNELLEY & SONS COMPANY

Date: March 1, 2006

By: /s/ SUZANNE S. BETTMAN
Suzanne S. Bettman
Senior Vice President, General Counsel & Assistant Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 3.2 | Amended and Restated By-Laws of R.R. Donnelley & Sons Company. |