

VALASSIS COMMUNICATIONS INC

Form 8-K

February 08, 2010

**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): February 4, 2010

**VALASSIS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**1-10991**  
(Commission

File Number)

**38-2760940**  
(IRS Employer

Identification No.)

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**19975 Victor Parkway, Livonia, MI**  
(Address of Principal Executive Offices)

**48152**  
(Zip Code)

**(734) 591-3000**

**Registrant's Telephone Number, Including Area Code**

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))

**Items to be Included in this Report**

**Item 1.01. Entry into a Material Definitive Agreement.**

On January 30, 2010, Valassis Communications, Inc. ( Valassis ) announced that it had reached an agreement to settle its outstanding lawsuits against News America Incorporated (a/k/a News America Marketing Group), News America Marketing FSI, LLC (successor in interest to News America Marketing FSI, Inc.) and News America Marketing In-Store Services, LLC (successor in interest to News America Marketing In-Store Services, Inc.) (collectively, the Defendants ).

On February 4, 2010, Valassis and the Defendants executed a settlement agreement and release (the Settlement Agreement ), and pursuant to the terms of the Settlement Agreement, the Defendants paid Valassis \$500 million. The parties also agreed to dismiss all outstanding litigation between them and release all existing and potential claims against each other that were or could have been asserted in the litigation as of the date of the Settlement Agreement. The foregoing is a summary of the material terms of the Settlement Agreement. The full text of the Settlement Agreement is filed hereto as Exhibit 10.1 and incorporated by reference herein.

On February 4, 2010, News America, Inc. entered into a 10-year shared mail distribution agreement with Valassis Direct Mail, Inc., a Valassis subsidiary ( VDM ), which provides for the sale by Valassis of shared mail services to the Defendants on specified terms.

In connection with the settlement, the parties have agreed to a process by which the United States District Court for the Eastern District of Michigan, Southern Division, and the Honorable Arthur J. Tarnow (the Court ) may assess certain future business practices of the Defendants and Valassis relating to bundling and tying under the antitrust laws. The Court has not issued an injunction; however, the Court may issue an order with respect to the foregoing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit  
No.**

**Description**

10.1	Settlement Agreement and Release, dated as of February 4, 2010, between Valassis Communications, Inc. and News America Incorporated (a/k/a News America Marketing Group), News America Marketing FSI, LLC (successor in interest to News America Marketing FSI, Inc.) and News America Marketing In-Store Services, LLC (successor in interest to News America Marketing In-Store Services, Inc.).
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**SIGNATURE**

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.

VALASSIS COMMUNICATIONS, INC.

Date: February 8, 2010

By: /s/ Todd Wiseley  
Name: Todd Wiseley  
Title: General Counsel, Senior Vice President,

Administration and Secretary

**Exhibit Index**

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