

Edgar Filing: RR Donnelley & Sons Co - Form FWP

RR Donnelley & Sons Co  
Form FWP  
November 06, 2013

Filed pursuant to Rule 433

Registration No. 333-183023

November 6, 2013

*This pricing term sheet relates only to the securities described below and should only be read together with the Preliminary Prospectus Supplement, subject to completion, dated November 6, 2013, relating to these securities and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement. This pricing term sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement. Capitalized terms not defined herein have the meanings assigned to them in the Preliminary Prospectus Supplement.*

PRICING TERM SHEET

|                             |   |
|-----------------------------|---|
| Issuer                      | R.R. Donnelley & Sons Company   |
| Title of Security           | 6 ½% Notes due 2023   |
| Aggregate Principal Amount  | \$350,000,000.  |
| Transaction Date            | November 6, 2013  |
| Settlement Date             | November 12, 2013 (T+3)   |
| Maturity                    | November 15, 2023   |
| Interest Payment Dates      | May 15 and November 15 of each year, commencing on May 15, 2014   |
| Coupon                      | 6.500%  |
| Yield to Maturity           | 6.500%  |
| Redemption Provision        | Callable at the greater of par or the make-whole (Adjusted Treasury Rate plus 50 basis points)  |
| Price to Public             | 100.000% of the principal amount thereof  |
| Gross Proceeds              | \$350,000,000   |
| CUSIP/ISIN Numbers          | CUSIP: 257867 BA8<br>ISIN: US257867BA88   |
| Joint Book-Running Managers | Merrill Lynch, Pierce, Fenner & Smith Incorporated<br>J.P Morgan Securities LLC<br>Mitsubishi UFJ Securities (USA), Inc.<br>Wells Fargo Securities, LLC |

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Co-Managers

U.S. Bancorp Investments, Inc.

Citigroup Global Markets Inc.

Fifth Third Securities, Inc.

ING Financial Markets LLC

PNC Capital Markets LLC

TD Securities (USA) LLC

Loop Capital Markets LLC

Comerica Securities, Inc.

Evercore Group L.L.C.

Morgan Stanley & Co. LLC

Wedbush Securities Inc.

**Other information (including financial information) presented in the Preliminary Prospectus Supplement is deemed to have changed to the extent affected by the changes described herein.**

**The issuer has filed a registration statement (including a prospectus) with the United States Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling BofA Merrill Lynch toll-free at 1-800-294-1322, J.P. Morgan (c/o Broadridge Financial Solutions 1155 Long Island Avenue, Edgewood, New York 11717 toll-free at (866)-803-9204), Mitsubishi UFJ Securities toll-free at 1-877-649-6848 or Wells Fargo Securities toll-free at 1-800-326-5897.**

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