

DONNELLEY R R & SONS CO
Form 8-K
February 20, 2004

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 19, 2004**

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.)

77 West Wacker Drive, Chicago, Illinois
(Address of Principal Executive Offices)

60601
(Zip Code)

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

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

On February 19, 2004, R. R. Donnelley & Sons Company and Moore Wallace Incorporated entered into a First Amendment to Combination Agreement, dated as of November 8, 2003.

The foregoing description of the First Amendment is qualified in its entirety by reference to the text of such amendment, a copy of which is filed as Exhibit 2.1 hereto and incorporated by reference herein.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits:

| Exhibit Number | Description of Exhibit |
|---------------------------|--|
| 2.1 | First Amendment dated February 19, 2004, to Combination Agreement, dated as of November 8, 2003, between R. R. Donnelley & Sons Company and Moore Wallace Incorporated |
| 99.1 | Press Release issued by R. R. Donnelley & Sons Company and Moore Wallace Incorporated dated February 19, 2004 |

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

By: /s/ Monica M. Fohrman

Monica M. Fohrman
Senior Vice President, General Counsel
and Secretary

Date: February 19, 2004

EXHIBIT INDEX

The following exhibits are filed herewith:

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