

VALASSIS COMMUNICATIONS INC

Form S-8

September 20, 2012

As filed with the Securities and Exchange Commission on September 20, 2012

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**VALASSIS COMMUNICATIONS, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**38-2760940**  
(I.R.S. Employer  
Identification Number.)

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**19975 Victor Parkway**

**Livonia, Michigan 48152**

**(734) 591-3000**

**(Address of Principal Executive Offices,  
including Zip Code and Telephone Number)**

**VALASSIS COMMUNICATIONS, INC. 2008 OMNIBUS INCENTIVE COMPENSATION PLAN**

**(Full Title of the Plan)**

**Todd L. Wiseley, Esq.**

**Valassis Communications, Inc.**

**19975 Victor Parkway**

**Livonia, Michigan 48152**

**(734) 591-3000**

**(Name, Address, including Zip Code, and Telephone Number,  
including Area Code, of Agent for Service)**

*Copies to:*

**Amy S. Leder, Esq.**

**McDermott Will & Emery LLP**

**340 Madison Avenue**

**New York, New York 10173**

**(212) 547-5400**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check One):

Large Accelerated Filer 
 Accelerated Filer   
 Non-Accelerated Filer 
 Smaller Reporting Company   
 (Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

	Amount to be	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Title of Securities to be Registered	Registered(1)	Per Share(2)		
Common Stock, par value \$0.01 per share	1,438,116 shares	\$27.15	\$39,044,849.00	\$4,474.54

- (1) This Registration Statement also covers any additional shares of Registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without Registrant's receipt of consideration which results in an increase in the number of outstanding shares of Registrant's common stock.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high and low prices per share of the Registrant's common stock on the New York Stock Exchange on September 17, 2012.

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**EXPLANATORY NOTE**

This registration statement is being filed pursuant to General Instruction E to Form S-8 ( General Instruction E ) for the purpose of registering 1,438,116 additional shares of common stock, par value \$.01 per share (the Common Stock ), of Valassis Communications, Inc. (the Company ) to be offered to participants under the Valassis Communications, Inc. 2008 Omnibus Incentive Compensation Plan, adopted in 2008 (the Original Plan ) and amended at the annual meeting of stockholders on May 3, 2012 (the Amendment and, the Original Plan amended by the Amendment, the 2008 Plan ). The Company originally registered shares of Common Stock for issuance under the Original Plan under a Registration Statement on Form S-8, filed with the United States Securities and Exchange Commission (the SEC ) on June 30, 2008 (SEC File No. 333-152026) (the 2008 Registration Statement ).

The shares registered hereunder include 1,100,000 million shares added to the 2008 Plan pursuant to the Amendment, which was approved by the Company s stockholders at the annual meeting of stockholders held on May 3, 2012, and the Additional Carried Forward Shares (as defined and discussed below). Pursuant to the 2008 Plan, any shares of Common Stock subject to an outstanding award under the Valassis Communications, Inc. 2005 Employee and Director Restricted Stock Award Plan (the 2005 Plan ), the Valassis Communications, Inc. Broad-Based Incentive Plan (the Broad-Based Plan ) and the Valassis Communications, Inc. 2002 Long-Term Incentive Plan (the 2002 Plan and, together with the 2005 Plan and the Broad-Based Plan, the Prior Plans ) that is canceled, expired, forfeited, settled in cash or otherwise terminated without a delivery of shares to the grantee are made available for awards under the 2008 Plan. In connection therewith, the Company previously registered an aggregate of 1,667,201 additional shares that had been included in the shares reserved for issuance under the 2008 Plan as a result of the cancellation, expiration, forfeiture, settlement in cash or other termination of previously made awards under the Prior Plans during the period between April 24, 2008 and December 4, 2011 under Registration Statements on Form S-8, filed with the SEC on December 14, 2010 (SEC File No. 333-171150) and December 5, 2011 (SEC File No. 333-178331). In addition, an aggregate of 338,116 additional shares (the Additional Carried Forward Shares ) have been included in the shares reserved for issuance under the 2008 Plan as a result of the cancellation, expiration, forfeiture, settlement in cash or other termination of previously made awards under the Broad-Based Plan and the 2002 Plan during the period between December 5, 2011 and September 19, 2012, which shares are included in this Registration Statement.

The Additional Carried Forward Shares represent (a) 54,473 shares that were previously registered for issuance under the Broad-Based Plan pursuant to the Company s Registration Statement on Form S-8, filed with the SEC on September 7, 2005 (File No. 333-128158), and (b) 283,643 shares that were previously registered for issuance under the 2002 Plan pursuant to the Company s Registration Statement on Form S-8, filed with the SEC on March 27, 2003 (File No. 333-104072), all of which have not been issued pursuant to the applicable Prior Plan and have been transferred to the 2008 Plan for issuance thereunder. The Company is concurrently filing with the SEC post-effective amendments to the Registration Statements on Form S-8 specified in clauses (a) and (b) above deregistering the Additional Carried Forward Shares under the Broad-Based Plan and 2002 Plan, as applicable.

Pursuant to General Instruction E, the contents of the 2008 Registration Statement are hereby incorporated herein by reference, except to the extent amended, supplemented or modified as set forth in this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents By Reference.**

The following documents of the Company (File No. 001-10991) previously filed with the SEC are hereby incorporated in this Registration Statement by reference:

- (a) Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed with the SEC on February 27, 2012, as amended by Amendment No. 1 on Form 10-K/A filed with the SEC on March 14, 2012;

- (b) Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 filed with the SEC on May 8, 2012;
- (c) Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 filed with the SEC on August 8, 2012;
- (d) Current Reports on Form 8-K filed with the SEC on May 8, 2012, May 24, 2012, June 21, 2012 and September 14, 2012; and
- (e) The description of the Common Stock contained in the Registration Statement on Form 8-A filed with the SEC on January 23, 1992 under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), including any amendments or reports filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act shall be deemed to be incorporated by reference in this Registration Statement and to be a part of this Registration Statement from the respective date of filing of each of those reports or documents until the filing of a post-effective amendment to this Registration Statement which indicates either that all securities offered by this Registration Statement have been sold or which deregisters all of the securities under this Registration Statement then remaining unsold.

Any statement in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes that statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 5. Interests of Named Experts and Counsel.**

The Company's General Counsel and Executive Vice President, Administration, Todd L. Wiseley, Esq., has passed upon the validity of the shares of the Common Stock offered under this Registration Statement, which opinion is included herewith as Exhibit 5.1. Mr. Wiseley beneficially owned as of September 17, 2012 approximately 100,980 shares of Common Stock, which includes 71,659 shares of Common Stock subject to currently exercisable options or options exercisable within 60 days. Mr. Wiseley is eligible to participate in the 2008 Plan.

**Item 8. Exhibits.**

For a list of exhibits, see the attached Exhibit Index, which is hereby incorporated into this Item by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Livonia, State of Michigan, on the 20th day of September, 2012.

VALASSIS COMMUNICATIONS, INC.

By: /s/ Robert A. Mason  
Robert A. Mason  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints Robert A. Mason, Robert L. Recchia and Todd L. Wiseley, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorney-in-fact and agent may deem necessary or advisable in order to enable the Company to comply with the Securities Act and any requirements of the SEC in respect thereof, in connection with the filing with the SEC of this Registration Statement on Form S-8 under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the SEC, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto said attorney-in-fact and agent, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Joseph B. Anderson, Jr. Joseph B. Anderson, Jr.	Director	September 20, 2012
/s/ Patrick F. Brennan Patrick F. Brennan	Director	September 20, 2012
/s/ Kenneth V. Darish Kenneth V. Darish	Director	September 20, 2012
Walter H. Ku	Director	September 20, 2012

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/s/ Robert A. Mason Robert A. Mason	President, Chief Executive Officer and Director (Principal Executive Officer)	September 20, 2012
/s/ Robert L. Recchia Robert L. Recchia	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	September 20, 2012
/s/ Thomas J. Reddin Thomas J. Reddin	Director	September 20, 2012
/s/ Alan F. Schultz Alan F. Schultz	Director	September 20, 2012
/s/ Wallace S. Snyder Wallace S. Snyder	Director	September 20, 2012
/s/ Faith Whittlesey Faith Whittlesey	Director	September 20, 2012

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Indenture dated as of May 22, 2003, between Valassis Communications, Inc. and BNY Midwest Trust Company, as trustee, relating to the Senior Convertible Notes due 2033 (incorporated by reference to Exhibit 4.1 to Valassis Registration Statement on Form S-3 (SEC File No. 333-107787) filed on August 8, 2003).
4.2	First Supplemental Indenture, dated as of March 2, 2007, between Valassis Communications, Inc. and BNY Midwest Trust Company, as trustee, to the Indenture, dated as of May 22, 2003 (incorporated by reference to Exhibit 4.4 to Valassis Form 8-K (SEC File No. 001-10991) filed on March 8, 2007).
4.3	Second Supplemental Indenture, dated as of June 27, 2011, between Valassis Communications, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated as of May 22, 2003 (incorporated by reference to Exhibit 4.1 to Valassis Form 8-K (SEC File No. 001-10991) filed on July 1, 2011).
4.4	Indenture, dated as of January 28, 2011, by and among Valassis Communications, Inc., the Subsidiary Guarantors named therein and Wells Fargo Bank, National Association, as trustee, relating to the 6 <sup>5</sup> / <sub>8</sub> % Senior Notes due 2021 (incorporated by reference to Exhibit 4.1 to Valassis Form 8-K (SEC File No. 001-10991) filed on February 3, 2011).
5.1	Opinion of Todd L. Wiseley, Esq., General Counsel of Valassis Communications, Inc., dated September 20, 2012, as to the legality of the securities being offered.*
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.*
23.2	Consent of Todd L. Wiseley, Esq. (included in Exhibit 5.1).*
24.1	Power of Attorney (included on signature page to this Registration Statement).*
99.1	Valassis Communications, Inc. 2008 Omnibus Incentive Compensation Plan, as amended (incorporated by reference to Exhibit C to the Company's Proxy Statement (SEC File No. 001-10991) filed on March 29, 2012).

\* Filed Herewith