



R.R. Donnelley & Sons Announces the Expiration and Final Results of Previously Announced Offers to Purchase Certain Outstanding Debt Securities

Sep 29, 2016

CHICAGO, Sept. 29, 2016 (GLOBE NEWSWIRE) -- R.R. Donnelley & Sons Company (NYSE:RRD) ("RR Donnelley" or the "Company") today announced the expiration and final results of the previously announced cash tender offers to purchase a portion of its outstanding debt securities set forth in the table below (the "Notes"). The tender offers included third party cash tender offers (the "Third Party Offers") by J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and MUFG Securities Americas Inc. (collectively, the "Third Party Purchasers" and, together with the Company, the "Purchasers") to purchase Notes up to an aggregate purchase price (excluding accrued and unpaid interest) of \$294,500,000 (the "Third Party Maximum Tender Payment") and separate cash tender offers by the Company (the "Company Offers" and, together with the Third Party Offers, the "Offers") for the Notes, subject to the acceptance priority levels set forth in the table below (the "Acceptance Priority Levels"), and subject to the terms and conditions set forth in the Offer to Purchase and Consent, dated August 31, 2016, and a related Letter of Transmittal (together, the "Offer Materials"). The Company offered to purchase Notes up to an amount (the "Company Maximum Tender Amount") that would not cause the aggregate principal amount of Notes purchased in the Offers to exceed \$1,000,000,000; provided that the Company would not accept for purchase more than \$260,000,000 aggregate principal amount of Notes having Acceptance Priority Level 4-7 (the "4-7 Acceptance Priority Cap").

On September 16, 2016 (the "Early Settlement Date"), the Third Party Purchasers purchased Notes with Acceptance Priority Levels 1 and 2 up to the Third Party Maximum Tender Payment. As of 11:59 p.m., New York City time, on September 28, 2016 (the "Expiration Date"), the principal amounts of Notes listed in the table below had been validly tendered and not withdrawn.

Title of Security	CUSIP Number/ISIN	Principal Amount Outstanding	Acceptance Priority Level	Principal Amount Tendered as of the Early Tender Date	Principal Amount Accepted on the Early Settlement Date	Additional Principal Amount Tendered Since Early Settlement Date	Principal Amount Expected to be Accepted on Final Settlement Date
6.125% Notes due 2017	257867AT8/ US257867AT88	\$251,454,000	1	\$ 95,778,000	\$ 95,778,000	\$ 505,000	\$ 505,000
7.250% Notes due 2018	257867AX9/ US257867AX90	\$250,000,000	2	\$ 203,638,000	\$ 178,639,000	\$ 538,000	\$ 25,537,000
8.250% Notes due 2019	257867AY7/ US257867AY73	\$238,871,000	3	\$ 217,372,000	-	\$ 216,000	\$ 217,588,000
7.000% Notes due 2022	257867AZ4/ US257867AZ49	\$400,000,000	4	\$ 281,060,000	-	\$ 341,000	\$ 260,000,000

6.500% Notes due 2023	257867BA8/ US257867BA88	\$ 350,000,000	5	\$ 273,775,000	-	\$ 570,000	-
6.000% Notes due 2024	257867BB6/ US257867BB61	\$ 400,000,000	6	\$ 285,740,000	-	\$ 227,000	-
6.625% Notes due 2029	257867AG6/ US257867AG67	\$ 200,000,000	7	\$ 43,822,000	-	\$ 636,000	-

Subject to the satisfaction of the Separation and Financing Conditions (as defined below), the Company expects that it will accept for purchase all Notes tendered with Acceptance Priority Levels 1 through 3 and \$260,000,000 principal amount of Notes with Acceptance Priority Level 4. The settlement for the Notes accepted for purchase by the Company is currently expected to occur on Friday, September 30, 2016 (the “Final Settlement Date”).

The Company’s obligations with regard to the Offers are conditioned on the satisfaction or waiver of certain conditions set forth in the Offer Materials, including (i)(a) the transfers, from the Company, of the Company’s financial communications and data services business to Donnelley Financial Solutions, Inc. (“Donnelley Financial”) and the Company’s publishing and retail-centric printing services business to LSC Communications, Inc. (“LSC Communications”) having been consummated and (b) each of the Company, Donnelley Financial and LSC Communications having become independent public companies (the transactions in (i)(a) and (i)(b) above, the “Separation Transactions”), and (ii) Donnelley Financial and LSC Communications having each completed one or more syndicated loan and/or capital markets transactions (the “Financing Transactions”), and having each contributed net proceeds from the Financing Transactions to the Company that are at least sufficient to pay the Company Maximum Tender Amount and expenses and fees in connection with the Separation Transactions, the Financing Transactions and the Offers ((i) and (ii), collectively “The Separation and Financing Conditions”).

The Financing Transactions are expected to be consummated on September 30, 2016. This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities which may be sold in any Financing Transaction.

Payment for Notes purchased by the Company will include accrued and unpaid interest to, but not including, the Final Settlement Date. Holders of Notes tendered on or before the Early Tender Date whose Notes are accepted for purchase by the Company on the Final Settlement Date will receive the early tender premium of \$30.00 per \$1,000 principal amount of Notes tendered (the “Early Tender Premium”). Holders of Notes tendered after the Early Tender Date will not receive the Early Tender Premium. No tendered Notes with Acceptance Priority Levels 5, 6 and 7 will be accepted for purchase on the Final Settlement Date.

In connection with the Offers, the Company also launched a consent solicitation (the “Consent Solicitation”) to amend the terms of the supplemental indentures governing the 6.125% notes due 2017 (“2017 Notes”), 7.250% notes due 2018 (“2018 Notes”) and 8.250% notes due 2019 (“2019 Notes”, and together with the 2017 Notes and the 2018 Notes, the “2017-2019 Notes”) to reduce the minimum notice period required in connection with a redemption of the 2017-2019 Notes from 30 days to 3 business days.

The Company received Consents from holders of a majority of the outstanding principal amount of the 2018 Notes and 2019 Notes and executed amendments to the supplemental indentures governing the 2018 Notes and the 2019 Notes, which became operative on the Early Settlement Date.

Shortly following the Final Settlement Date, the Company intends to issue a notice of redemption to redeem any 2017-2019 Notes not tendered in the Offers. Holders of the 2017 Notes will be given 30 days’ notice prior to redemption, whereas Holders of the 2018 and 2019 Notes will be given three business days’ notice.

The previously announced date for the expiration of withdrawal rights for the Offers and the Consent Solicitation

has passed and has not been extended. Notes tendered pursuant to the Offers may not be withdrawn, except as required by law.

For additional information regarding the terms of the Third Party Offers, please contact J.P. Morgan Securities LLC at (866) 834-4666 (toll free) or (212) 834-4811 (collect), Merrill Lynch, Pierce, Fenner & Smith Incorporated at (888) 292-0070 (toll free) or (980) 388-3646 (collect), Citigroup Global Markets Inc. at (800) 558-3745 (toll free) or (212) 723-6106 (collect) or MUFG Securities Americas Inc. at (877) 744-4532 (toll free) or (212) 405-7481 (collect). For additional information regarding the terms of the Company Offers and the Consent Solicitation, please contact one of the dealer managers and solicitation agents for the Company Offers and the Consent Solicitation: Merrill Lynch, Pierce, Fenner & Smith Incorporated at (888) 292-0070 (toll free) or (980) 388-3646 (collect), U.S. Bancorp Investments, Inc. at (877) 558-2607 (toll free) or (612) 336-7604 (collect), MUFG Securities Americas Inc. at (877) 744-4532 (toll free) or (212) 405-7481 (collect) or PNC Capital Markets LLC at (800) 765-8472 (toll free) or (412) 762-2852 (collect). Requests for documents and questions regarding the tender of securities may be directed to Global Bondholder Services Corporation at (866) 924-2200 (toll free) or (212) 430-3774 (collect).

Copies of the Offer to Purchase and Consent and the Letter of Transmittal related to the Offers may also be obtained at no charge from Global Bondholder Services Corporation.

This announcement does not constitute an offer to purchase or a solicitation of an offer to sell securities. The Company Offers and the Consent Solicitation were made solely by means of the Offer to Purchase and Consent and the related Letter of Transmittal. In any jurisdiction where the laws required a tender offer or consent solicitation to be made by a licensed broker or dealer, the Company Offers and the Consent Solicitation were deemed to be made on behalf of the Company by the dealer managers, or one or more registered brokers or dealers under the laws of such jurisdiction.

About RR Donnelley

RR Donnelley helps organizations communicate more effectively by working to create, manage, produce, distribute and process content on behalf of our customers. The company assists customers in developing and executing multichannel communication strategies that engage audiences, reduce costs, drive revenues and increase compliance. RR Donnelley's innovative technologies enhance digital and print communications to deliver integrated messages across multiple media to highly targeted audiences at optimal times for clients in virtually every private and public sector. Strategically located operations provide local service and responsiveness while leveraging the economic, geographic and technological advantages of a global organization.

For more information, and for RR Donnelley's Global Social Responsibility Report, visit the company's website at www.rrdonnelley.com.

Use of Forward-Looking Statements

This news release may contain "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and in the U.S. Private Securities Litigation Reform Act of 1995. Readers are cautioned not to place undue reliance on these forward-looking statements and any such forward-looking statements are qualified in their entirety by reference to the following cautionary statements. All forward-looking statements speak only as of the date of this news release and are based on current expectations and involve a number of assumptions, risks and uncertainties that could cause the actual results to differ materially from such forward-looking statements. Readers are strongly encouraged to read the full cautionary statements contained in RR Donnelley's filings with the SEC. RR Donnelley disclaims any obligation to update or revise any forward-looking statements.

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