

DONNELLEY R R & SONS CO  
Form 8-K  
March 15, 2004

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

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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): **March 3, 2004**

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**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)

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**Item 5. Other Events.**

On March 3, 2004, RR Donnelley & Sons Company announced that it intended to offer, subject to market and other conditions, unsecured notes. On March 10, 2004, the company closed the sale of \$1 billion principal amount of unsecured notes in two tranches, consisting of a \$400 million principal amount tranche (generating \$399.4 million in gross proceeds) due April 1, 2009 with an interest rate of 3.75% and a \$600 million principal amount tranche (generating \$597.6 million in gross proceeds) due April 1, 2014 with an interest rate of 4.95%. Standard & Poor's assigned a single-A minus rating to the notes and Moody's Investor Service assigned a Baa1 rating to the notes.

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

(c) Exhibits:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release issued by R. R. Donnelley & Sons Company dated March 3, 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/ SUZANNE S. BETTMAN

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Suzanne S. Bettman

Sr. Vice President, General

Counsel and Assistant Secretary

Date: March 15, 2004

**EXHIBIT INDEX**

The following exhibits are filed herewith:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
99.1	Press Release issued by R. R. Donnelley & Sons Company dated March 3, 2004.