

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. "

Securities Act registration statement file number to which this form relates:

_____ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

Title of Class

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to Be Registered.

Valassis Communications, Inc. (the "Company"), has entered into Amendment No. 1, dated as of October 10, 2003 (the "Amendment"), to the Rights Agreement dated as of September 1, 1999 (the "Rights Agreement"), between the Company and National City Corporation, as Rights Agent ("National City"). Pursuant to the Amendment, which took effect as of 12:01 a.m., New York City time, on October 10, 2003, the Company appointed National City as successor Rights Agent under the Rights Agreement, and made certain changes to the definitions and other provisions of the Rights Agreement.

The Amendment is attached hereto as Exhibit 2, which is incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment.

Item 2. Exhibits.

Item 2 is amended by adding thereto the following:

2. Amendment No. 1, dated as of October 10, 2003, to the Rights Agreement dated as of September 1, 1999, between Valassis Communications, Inc. and National City Corporation, as Rights Agent.

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 2 | Amendment No. 1, dated as of October 10, 2003, to Rights Agreement dated as of September 1, 1999, between Valassis Communications, Inc. and National City Corporation, as Rights Agent. |