

RR Donnelley & Sons Co  
Form 4  
March 02, 2016

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**QUINLAN THOMAS J III**

(Last) (First) (Middle)

**C/O RR DONNELLEY, 35 WEST  
WACKER DRIVE**

(Street)

**CHICAGO, IL 60601**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**RR Donnelley & Sons Co [RRD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/29/2016**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 02/29/2016                              |                                                             | A                                    |                                                                         | 500,370                                                                                                            | A                                                                       | 11 1,957,678                                                      |
| Common<br>Stock                       | 02/29/2016                              |                                                             | M                                    |                                                                         | 300,000                                                                                                            | A                                                                       | 12 2,257,678                                                      |
| Common<br>Stock                       | 02/29/2016                              |                                                             | F <sup>(3)</sup>                     |                                                                         | 178,710                                                                                                            | D                                                                       | \$ 15.18 2,078,968 <sup>(4)</sup>                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 8,192 I                                                           |

By  
401(K)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number of Shares                               |
| Performance Share Units                    | (2)                                                    | 02/29/2016                           |                                                    | M                              | 300,000                                                                                 | (2) 12/31/2015                                           | Common Stock 300,                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships                    |
|---------------------------------------------------------------------------------------|----------------------------------|
|                                                                                       | Director 10% Owner Officer Other |
| QUINLAN THOMAS J III<br>C/O RR DONNELLEY<br>35 WEST WACKER DRIVE<br>CHICAGO, IL 60601 | Chief Executive Officer          |

## Signatures

Jennifer Reiners, pursuant to power of attorney 03/02/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Company granted restricted stock units (RSUs) issued pursuant to Rule 16b-3 Plan. The RSUs vest 100% on March 2, 2019.

Each performance share unit ("PSU") represented a contingent right to receive one share of Common Stock. The PSUs were earned by achieving a target level of performance measured against calculated cash flow targets during a three-year performance period beginning January 1, 2013 and ending December 31, 2015. Awards could range from 50% of the PSUs if the threshold is met up to a target of 100% of the PSUs if performance meets the specified levels. The amount reported above reflects vesting of 100% of PSUs.

(3) Shares were withheld as payment of a tax liability incident to vesting of performance share units issued in accordance with Rule 16b-3.

(4) Includes 1,078,888 shares held directly, 85 shares held through dividend reinvestment plan and 999,995 restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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