

VALASSIS COMMUNICATIONS INC  
Form 8-K  
February 20, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 20, 2007

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**VALASSIS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**1-10991**  
(Commission File Number)

(734) 591-3000

Registrant's Telephone Number, Including Area Code

**38-2760940**  
(IRS Employer

Identification No.)

**48152**  
(Zip Code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Items to be Included in this Report**

**Item 7.01 Regulation FD Disclosure**

On February 20, 2007, Valassis Communications, Inc. (the "Company"), in connection with the Company's pending acquisition of ADVO, Inc., commenced distribution of a preliminary offering memorandum to potential investors relating to a proposed Rule 144A and Regulation S offering of \$590,000,000 aggregate principal amount of senior unsecured notes (the "notes"). The notes have not been registered under the Securities Act of 1933, as amended, and will not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. The Company is furnishing certain sections of the preliminary offering memorandum so that these sections will be disclosed pursuant to Regulation FD. A copy of these sections is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information furnished pursuant to this Current Report on Form 8-K (including the exhibit hereto) shall not be considered "filed" under the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, unless the Company expressly sets forth in such future filing that such information is to be considered "filed" or incorporated by reference therein.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Excerpts from Preliminary Offering Memorandum, dated February 17, 2007 |

**SIGNATURE**

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 hereunto duly authorized.

VALASSIS COMMUNICATIONS, INC.

Date: February 20, 2007

By: /s/ Barry P. Hoffman  
Name: Barry P. Hoffman  
Title: Executive Vice President and General Counsel

**Exhibit Index**

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