

VALASSIS COMMUNICATIONS INC  
Form S-8 POS  
December 14, 2010

As filed with the Securities and Exchange Commission on December 14, 2010

Registration No. 333-128158

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

**POST EFFECTIVE AMENDMENT NO. 2 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**VALASSIS COMMUNICATIONS, INC.**

(Exact name of Registrant as specified in its charter)

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(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification Number.)

19975 Victor Parkway

Livonia, Michigan 48152

(734) 591-3000

(Address of Principal Executive Offices, including Zip Code and Telephone Number)

VALASSIS COMMUNICATIONS, INC. 2005 EXECUTIVE RESTRICTED STOCK PLAN

VALASSIS COMMUNICATIONS, INC. 2005 EMPLOYEE AND DIRECTOR RESTRICTED STOCK

AWARD PLAN

VALASSIS COMMUNICATIONS, INC. BROAD-BASED INCENTIVE PLAN

(Full Title of the Plan)

Todd L. Wiseley, Esq.

Valassis Communications, Inc.

19975 Victor Parkway

Livonia, Michigan 48152

(734) 591-3000

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

*Copies to:*

Amy S. Leder, Esq.

McDermott Will & Emery LLP

340 Madison Avenue

New York, New York 10173

(212) 547-5400

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check One):

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input checked="" type="checkbox"/>
Non-Accelerated Filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller Reporting Company	<input type="checkbox"/>

**EXPLANATORY NOTE**

Valassis Communications, Inc., a Delaware corporation (the Registrant ), is filing this Post-Effective Amendment No. 2 to Form S-8 Registration Statement to deregister certain shares of the Registrant's common stock, par value \$.01 per share (the Common Stock ), originally registered by the Registrant pursuant to its Registration Statement on Form S-8 (Commission File No. 333-128158 and referred to herein as the Registration Statement ) filed with the United States Securities and Exchange Commission (the Commission ) on September 7, 2005 to be offered and sold pursuant to the Valassis Communications, Inc. 2005 Employee and Director Restricted Stock Award Plan and the Valassis Communications, Inc. Broad-Based Incentive Plan (collectively, the Prior Plans ). A total of 800,000 shares of Common Stock were initially registered for issuance under the Prior Plans pursuant to the Registration Statement.

On April 24, 2008, the Registrant's shareholders approved the Valassis Communications, Inc. 2008 Omnibus Incentive Compensation Plan (the 2008 Plan ), which replaced the Prior Plans as of the date of approval. Following the approval of the 2008 Plan, no future awards may be made under the Prior Plans. Pursuant to the 2008 Plan, any shares of Common Stock subject to an outstanding award under the Prior Plans that is canceled, expired, forfeited, settled in cash or otherwise terminated without a delivery of shares to the grantee are made available for awards under the 2008 Plan. Accordingly, an aggregate of 257,139 additional shares (the Additional Carried Forward Shares ) have been included in the shares reserved for issuance under the 2008 Plan as a result of the cancellation, expiration, forfeiture, settlement in cash or other termination of previously made awards under the Prior Plans during the period between April 24, 2008 and December 13, 2010. The Additional Carried Forward Shares were registered under the Registration Statement and are hereby deregistered. The Registration Statement, as amended by Post-Effective Amendment No. 1 filed with the Commission on June 30, 2008, otherwise remains in effect as to the shares of Common Stock remaining available for offer and sale pursuant thereto.

Contemporaneously with the filing of this Post-Effective Amendment No. 2 to Form S-8 Registration Statement, the Registrant is filing a Registration Statement on Form S-8 to register the Additional Carried Forward Shares for issuance pursuant to the 2008 Plan.

To the extent any additional shares of Common Stock that remain subject to outstanding awards under the Prior Plans otherwise would have been returned to the Prior Plans, as applicable, after December 13, 2010 on account of the cancellation, expiration, forfeiture, settlement in cash or other termination without a delivery of shares of such outstanding awards, those shares of Common Stock instead will be included in the reserve of shares of Common Stock for issuance under the 2008 Plan. Accordingly, the Registrant may periodically file additional post-effective amendment(s) to the Registration Statement and additional Registration Statement(s) on Form S-8 in order to carry forward such shares of Common Stock from the Prior Plans to the 2008 Plan for issuance thereunder.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Livonia, State of Michigan, on the 14th day of December, 2010.

VALASSIS COMMUNICATIONS, INC.

By: /s/ ALAN F. SCHULTZ  
**Alan F. Schultz**  
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ JOSEPH B. ANDERSON, JR.  <b>Joseph B. Anderson, Jr.</b>	Director	December 14, 2010
*  <b>Patrick F. Brennan</b>	Director	December 14, 2010
*  <b>Kenneth V. Darish</b>	Director	December 14, 2010
*  <b>Walter H. Ku</b>	Director	December 14, 2010
/s/ ROBERT L. RECCHIA  <b>Robert L. Recchia</b>	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	December 14, 2010
/s/ THOMAS J. REDDIN  <b>Thomas J. Reddin</b>	Director	December 14, 2010
*  <b>Marcella A. Sampson</b>	Director	December 14, 2010
/s/ ALAN F. SCHULTZ  <b>Alan F. Schultz</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	December 14, 2010
/s/ WALLACE S. SNYDER  <b>Wallace S. Snyder</b>	Director	December 14, 2010



\*

Director

December 14, 2010

**Faith Whittlesey**

\*By: /s/ ALAN F. SCHULTZ  
**Alan F. Schultz**  
**Attorney-in-fact**