

VALASSIS COMMUNICATIONS INC
Form 8-K
June 03, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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): June 3, 2011

VALASSIS COMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-10991
(Commission
File Number)

38-2760940
(IRS Employer
Identification No.)

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19975 Victor Parkway, Livonia, MI
(Address of Principal Executive Offices)
(734) 591-3000

48152
(Zip Code)

Registrant's Telephone Number, Including Area Code

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:

- .. 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))

Items to be Included in this Report

Item 7.01. Regulation FD Disclosure.

On June 3, 2011, Valassis Communications, Inc. (Valassis) issued a press release announcing that it has commenced an offer to exchange up to \$260,000,000 aggregate principal amount of its new 6⁵/₈% Senior Notes due 2021 and the guarantees of Valassis subsidiary guarantors, in each case, which have been registered under the Securities Act of 1933, as amended (the Securities Act), for a like principal amount of Valassis outstanding, unregistered 6⁵/₈% Senior Notes due 2021 issued on January 28, 2011 and the related guarantees. Furnished hereto as Exhibit 99.1 to this Current Report on Form 8-K is a copy of the press release.

The information furnished pursuant to this Current Report on Form 8-K (including Exhibit 99.1 hereto) shall not be considered filed under the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be incorporated by reference into any filings by Valassis under the Securities Act or under the Exchange Act unless Valassis expressly sets forth in such filing that such information is to be considered filed or incorporated by reference therein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

| No. | Description |
|------------|--|
| 99.1 | Press Release of Valassis Communications, Inc. dated June 3, 2011. |

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: June 3, 2011

By: /s/ Todd Wiseley
Name: Todd Wiseley
Title: General Counsel and Senior Vice President,
Administration

Exhibit Index

| Exhibit No. | Description |
|------------------------|--|
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