

VALASSIS COMMUNICATIONS INC  
Form 8-K  
July 09, 2010

**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): July 8, 2010

**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 5.02(e). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 8, 2010, Valassis Communications, Inc. ( Valassis ) entered into an amendment to its existing Supplemental Benefit Plan, dated September 15, 1998, as amended, in order to expand the definition of earnings to include annual bonus awards under certain circumstances.

The foregoing description of the amendment referenced above is summary in nature, and is subject to, and qualified in its entirety by, the full text of the Third Amendment to the Supplemental Benefit Plan, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.1	Third Amendment to Valassis Communications, Inc. Supplemental Benefit Plan, dated as of July 8, 2010

**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: July 9, 2010

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

**Exhibit Index**

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