

VALASSIS COMMUNICATIONS INC

Form 8-K

December 13, 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) December 13, 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**  
(I.R.S. Employer

Identification No.)

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**19975 Victor Parkway, Livonia, Michigan**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code 734-591-3000**

**48152**

**(Zip Code)**

**(Former name or former address, if changed since last report.)**

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 (see General Instruction A.2. below):

- .. 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 December 13, 2011, Valassis Communications, Inc. ( Valassis ) issued a press release (the Press Release ) announcing its financial guidance for full-year 2012. 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, nor shall it be incorporated by reference into any filings by Valassis under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, 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**

| <b>Number</b> | <b>Description</b>                    |
|---------------|---------------------------------------|
| 99.1          | Press release dated December 13, 2011 |

**SIGNATURES**

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.  
(Registrant)

Dated: December 13, 2011

/s/ Todd Wiseley  
Todd Wiseley  
General Counsel, Senior Vice President,  
Administration and Secretary

EXHIBIT INDEX

**Exhibit**

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|---------------|---------------------------------------|
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