RR Donnelley & Sons Co
Form 10-Q
November 05, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2015

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File Number 1-4694

R.R. DONNELLEY & SONS COMPANY

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	36-1004130 (I.R.S. Employer Identification No.)
35 West Wacker Drive,	
Chicago, Illinois (Address of principal executive offices)	60601 (Zip code)

(312) 326-8000

(Registrant’s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x No ¨

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

Large Accelerated filer x	Accelerated filer ¨
Non-Accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No x

As of October 30, 2015, 208.7 million shares of common stock were outstanding.

R.R. DONNELLEY & SONS COMPANY

QUARTERLY REPORT ON FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2015

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PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

R.R. DONNELLEY & SONS COMPANY AND SUBSIDIARIES ("RR DONNELLEY")

CONDENSED CONSOLIDATED BALANCE SHEETS

(in millions, except per share data)

(UNAUDITED)

	September 30, 2015	December 31, 2014
ASSETS		
Cash and cash equivalents	$ 257.3	$ 527.9
Receivables, less allowances for doubtful accounts of $44.8 in 2015 (2014 - $44.3)	2,059.0	2,033.8
Inventories (Note 3)	639.9	586.2
Prepaid expenses and other current assets	228.3	225.4
Total current assets	3,184.5	3,373.3
Property, plant and equipment-net (Note 4)	1,504.0	1,515.5
Goodwill (Note 5)	1,737.8	1,706.6
Other intangible assets-net (Note 5)	465.7	423.7
Deferred income taxes	179.5	234.1
Other noncurrent assets	399.1	386.1
Total assets	$ 7,470.6	$ 7,639.3
LIABILITIES		
Accounts payable	$ 1,196.4	$ 1,296.6
Accrued liabilities	793.7	867.3
Short-term and current portion of long-term debt (Note 13)	460.2	203.4
Total current liabilities	2,450.3	2,367.3
Long-term debt (Note 13)	3,216.1	3,429.1
Pension liabilities	558.1	616.1
Other postretirement benefits plan liabilities	201.6	210.8
Other noncurrent liabilities	381.8	395.6
Total liabilities	6,807.9	7,018.9
Commitments and Contingencies (Note 12)		
EQUITY (Note 8)		
RR Donnelley shareholders' equity		
Preferred stock, $1.00 par value		
Authorized: 2.0 shares; Issued: None	—	—
Common stock, $1.25 par value		
Authorized: 500.0 shares;		
Issued: 267.0 shares in 2015 (2014 - 259.0)	333.7	323.7
Additional paid-in-capital	3,161.0	3,041.5
Accumulated deficit	(637.4)	(559.1)

Accumulated other comprehensive loss	(804.6)	(773.6)
Treasury stock, at cost, 58.3 shares in 2015 (2014 - 59.2 shares)	(1,403.8)	(1,438.7)
Total RR Donnelley shareholders' equity	648.9	593.8
Noncontrolling interests	13.8	26.6
Total equity	662.7	620.4
Total liabilities and equity	$ 7,470.6	$ 7,639.3

(See Notes to Condensed Consolidated Financial Statements)

R.R. DONNELLEY & SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions, except per share data)

(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Products net sales	$2,359.0	$2,480.7	$6,883.8	$7,147.1
Services net sales	469.0	477.1	1,438.4	1,387.0
Total net sales	2,828.0	2,957.8	8,322.2	8,534.1
Products cost of sales (exclusive of depreciation and amortization)	1,844.8	1,942.1	5,386.5	5,570.8
Services cost of sales (exclusive of depreciation and amortization)	363.3	368.1	1,120.3	1,080.3
Total cost of sales	2,208.1	2,310.2	6,506.8	6,651.1
Products gross profit	514.2	538.6	1,497.3	1,576.3
Services gross profit	105.7	109.0	318.1	306.7
Total gross profit	619.9	647.6	1,815.4	1,883.0
Selling, general and administrative expenses (exclusive of depreciation and amortization)	328.4	334.4	972.4	990.2
Restructuring, impairment and other charges-net (Note 6)	52.9	19.9	104.9	87.9
Depreciation and amortization	115.3	119.6	341.5	357.0
Income from operations	123.3	173.7	396.6	447.9
Interest expense-net	69.0	71.2	207.2	213.0
Investment and other expense-net	3.0	2.0	43.2	8.9
Loss on debt extinguishment	—	—	—	77.1
Earnings before income taxes	51.3	100.5	146.2	148.9
Income tax expense	39.7	35.7	79.1	51.7
Net earnings	11.6	64.8	67.1	97.2
Less: (Loss) income attributable to noncontrolling interests	(2.7)	2.6	(13.0)	(0.7)
Net earnings attributable to RR Donnelley common shareholders	$14.3	$62.2	$80.1	$97.9
Net earnings per share attributable to RR Donnelley common shareholders (Note 9):				
Basic net earnings per share	$0.07	$0.31	$0.39	$0.49
Diluted net earnings per share	$0.07	$0.31	$0.39	$0.49
Dividends declared per common share	$0.26	$0.26	$0.78	$0.78
Weighted average number of common shares outstanding:				
Basic	209.2	200.3	204.3	197.9
Diluted	210.3	201.6	205.5	199.4

(See Notes to Condensed Consolidated Financial Statements)

R.R. DONNELLEY & SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in millions)

(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net earnings	$11.6	$64.8	$67.1	$97.2
Other comprehensive income (loss), net of tax (Note 10):				
Translation adjustments	(37.5)	(15.0)	(42.5)	(15.3)
Adjustment for net periodic pension and postretirement benefits plan cost	2.2	1.0	10.4	3.3
Change in fair value of derivatives	0.1	—	0.1	0.1
Other comprehensive loss	(35.2)	(14.0)	(32.0)	(11.9)
Comprehensive (loss) income	(23.6)	50.8	35.1	85.3
Less: comprehensive (loss) income attributable to noncontrolling interests	(3.7)	2.6	(14.0)	(0.9)
Comprehensive (loss) income attributable to RR Donnelley common shareholders	$(19.9)	$48.2	$49.1	$86.2

(See Notes to Condensed Consolidated Financial Statements)

R.R. DONNELLEY & SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

(UNAUDITED)

	Nine Months Ended September 30,	
	2015	2014
OPERATING ACTIVITIES		
Net earnings	$67.1	$97.2
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Impairment charges	29.4	10.1
Depreciation and amortization	341.5	357.0
Provision for doubtful accounts receivable	12.5	10.8
Share-based compensation	13.6	13.8
Deferred income taxes	(43.0)	(32.6)
Changes in uncertain tax positions	9.4	(2.5)
Loss on investments and other assets - net	13.1	0.8
Loss related to Venezuela currency remeasurement-net	30.3	18.0
Loss on debt extinguishment	—	77.1
Net pension and other postretirement benefits plan income	(33.2)	(35.5)
Gain on bargain purchase	—	(9.5)
Other	20.8	50.3
Changes in operating assets and liabilities - net of acquisitions:		
Accounts receivable - net	(54.9)	(154.7)
Inventories	(29.1)	(74.3)
Prepaid expenses and other current assets	5.5	(35.4)
Accounts payable	(72.3)	(10.8)
Income taxes payable and receivable	18.8	14.0
Accrued liabilities and other	(105.5)	(6.1)
Pension and other postretirement benefits plan contributions	(19.8)	(33.8)
Net cash provided by operating activities	204.2	253.9
INVESTING ACTIVITIES		
Capital expenditures	(152.8)	(164.5)
Acquisitions of businesses, net of cash acquired	(118.3)	(380.4)
Disposition of businesses	0.6	(3.4)
Proceeds from sales of investments and other assets	17.4	20.9
Transfers to restricted cash - net	—	(12.3)
Other investing activities	(7.9)	(1.1)
Net cash used in investing activities	(261.0)	(540.8)
FINANCING ACTIVITIES		
Proceeds from issuance of long-term debt	—	400.0
Net change in short-term debt	12.9	(0.4)
Payments of current maturities and long-term debt	(271.8)	(811.3)
Net proceeds from credit facility borrowings	225.0	130.0

Dividends paid	(158.4)	(151.1)
Other financing activities	3.5	(13.9)
Net cash used in financing activities	(188.8)	(446.7)
Effect of exchange rate on cash and cash equivalents	(25.0)	(25.6)
Net decrease in cash and cash equivalents	(270.6)	(759.2)
Cash and cash equivalents at beginning of year	527.9	1,028.4
Cash and cash equivalents at end of period	$257.3	$269.2
Supplemental non-cash disclosure:		
Issuances of 17.0 million shares of RR Donnelley stock for acquisitions of businesses	$—	$319.0
Issuance of 8.0 million shares of RR Donnelley stock for acquisition of business	$154.2	$—

(See Notes to Condensed Consolidated Financial Statements)

R.R. DONNELLEY & SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(in millions, except per share data, unless otherwise indicated)

1. Basis of Presentation

The accompanying unaudited condensed consolidated interim financial statements include the accounts of R.R. Donnelley & Sons Company and its subsidiaries (the “Company” or “RR Donnelley”) and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and in accordance with the rules and regulations of the United States Securities and Exchange Commission (the “SEC”). Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. These unaudited condensed consolidated interim financial statements reflect all normal and recurring adjustments that are, in the opinion of management, necessary for a fair presentation of the results for the interim periods and should be read in conjunction with the consolidated financial statements and the related notes thereto included in the Company’s latest Annual Report on Form 10-K for the year ended December 31, 2014 filed with the SEC on February 25, 2015. Operating results for the nine months ended September 30, 2015 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2015. All significant intercompany transactions have been eliminated in consolidation. These unaudited condensed consolidated interim financial statements include estimates and assumptions of management that affect the amounts reported in the condensed consolidated financial statements. Actual results could differ from these estimates.

Proposed Spinoff Transactions

On August 4, 2015, the Company announced that its Board of Directors intends to create three independent public companies: (i) a financial communications services company (the “Financial Services Company”), (ii) a publishing and retail-centric print services company (the “Publishing and Retail Services Company”), and (iii) a multichannel communications management company (the “Multichannel Communications Management Company”). The Financial Services Company is expected to consist of the Company’s current financial reporting unit of the Company’s Strategic Services segment. The Publishing and Retail Services Company is expected to consist of the Company’s current Publishing and Retail Services segment as well as the office products reporting unit from the Company’s Variable Print segment, the Europe reporting unit of the Company’s International segment and certain Mexican operations currently within the Latin America reporting unit of the Company’s International segment. The Multichannel Communications Management Company is expected to consist of the current Variable Print segment except for the office products reporting unit that will become part of the Publishing and Retail Services Company, the logistics, sourcing, and digital and creative solutions reporting units within the current Strategic Services segment, and the current International segment except for the Europe reporting unit and certain Mexican operations that will become part of the Publishing and Retail Services Company. The transaction is expected to take the form of a tax-free distribution to RR Donnelley shareholders of shares of stock in two new, independent, publicly traded companies, the Financial Services Company and the Publishing and Retail Services Company. Immediately following the completion of the transactions existing RR Donnelley shareholders will own shares in all three companies.

The transactions are subject to customary conditions, including obtaining rulings from the Internal Revenue Service and/or tax opinions, execution of inter-company agreements and final approval by the Company’s Board of Directors. The Company expects to complete the transactions prior to the end of 2016, but there can be no assurance that the transactions will be completed on the anticipated timeline or at all or that the terms of the transactions will not change.

Upon separation, the historical results of the Financial Services Company and the Publishing and Retail Services Company will be presented as discontinued operations.

2. Acquisitions and Dispositions

2015 Acquisitions

On June 8, 2015, the Company acquired Courier Corporation (“Courier”), a leader in digital printing and publishing primarily in the United States, specializing in educational, religious and trade books. The acquisition expanded the Company’s digital printing and content management capabilities. The purchase price for Courier was $137.3 million in cash and 8.0 million shares of RR Donnelley common stock, or a total transaction value of $291.5 million based on the Company’s closing share price on June 5, 2015, plus the assumption of Courier’s debt of $78.2 million. Courier had $20.9 million of cash as of the date of acquisition. Immediately following the acquisition, the Company repaid substantially all of the debt assumed. Courier’s book manufacturing operations are included in the Publishing and Retail Services segment, publishing operations are included in the Strategic Services segment and Brazilian operations are included in the International segment.

R.R. DONNELLEY & SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(in millions, except per share data, unless otherwise indicated)

For the nine months ended September 30, 2015, the Company’s Condensed Consolidated Financial Statements included net sales of $109.0 million and a loss before income taxes of $23.9 million related to the Courier acquisition, including restructuring, impairment and other charges of $29.3 million and a charge of $9.9 million resulting from an inventory purchase accounting adjustment.

For the three and nine months ended September 30, 2015, the Company recorded $0.3 million and $14.1 million of acquisition-related expenses, respectively, associated with acquisitions completed or contemplated, within selling, general and administrative expenses in the Condensed Consolidated Statements of Operations.

The Courier acquisition was recorded by allocating the cost of the acquisition to the assets acquired, including other intangible assets, based on their estimated fair values at the acquisition date. The excess of the cost over the net amounts assigned to the fair value of the assets acquired was recorded as goodwill. The goodwill associated with this acquisition is primarily attributable to the synergies expected to arise as a result of the acquisition.

The tax deductible goodwill related to acquisitions, primarily Courier, was $9.3 million.

Based on the valuations, the final purchase price allocation for 2015 acquisitions was as follows:

Accounts receivable	$34.1
Inventories	59.0
Prepaid expenses and other current assets	38.7
Property, plant and equipment	162.2
Other intangible assets	106.5
Other noncurrent assets	7.9
Goodwill	58.3
Accounts payable and accrued liabilities	(21.4)
Other noncurrent liabilities	(10.5)
Deferred taxes—net	(83.6)
Total purchase price-net of cash acquired	351.2
Less: debt assumed	78.9
Less: value of common stock issued	154.2
Net cash paid	$118.1

The fair values of other intangible assets, technology and goodwill associated with the acquisition of Courier were determined to be Level 3 under the fair value hierarchy. The following table presents the fair value, valuation techniques and related unobservable inputs for these Level 3 measurements:

	Valuation Technique	Unobservable Input	Range

	Fair Value			
Customer relationships	$ 96.3	Excess earnings	Discount rate	13.0% - 16.0%
			Attrition rate	0.0% - 5.0%
Trade names	10.1	Relief-from-royalty method	Discount rate	12.0%
			Royalty rate (after-tax)	0.3% - 1.0%
Technology	1.6	Relief-from-royalty method	Discount rate	11.0%
			Royalty rate (after-tax)	15.0%
Non-compete agreement	0.1	Excess earnings	Discount rate	17.0%

The fair values of property, plant and equipment associated with the Courier acquisition were determined to be Level 3 under the fair value hierarchy and were estimated using either the market approach, if a secondhand market existed, or cost approach.

R.R. DONNELLEY & SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(in millions, except per share data, unless otherwise indicated)

2015 Dispositions

On April 29, 2015, the Company sold its 50.1% interest in its Venezuelan operating entity. The proceeds were de minimis, and the sale resulted in a net loss of $14.7 million, which was recognized in net investment and other expense in the Consolidated Statement of Operations for the nine months ended September 30, 2015. The Company’s Venezuelan operations had net sales of $16.3 million and a loss before income taxes of $38.4 million, including the net loss as a result of the sale, for the nine months ended September 30, 2015 and net sales of $81.7 million and earnings before income taxes of $0.4 million for the nine months ended September 30, 2014. The operations of the Venezuela business were included in the International segment.

2014 Acquisitions

On March 25, 2014, the Company acquired substantially all of the North American operations of Esselte Corporation (“Esselte”), a developer and manufacturer of nationally branded and private label office and stationery products. The acquisition, combined with the Company’s existing products, created a more competitive and efficient office products supplier capable of supplying enhanced offerings across the combined customer base. The purchase price for Esselte included $82.3 million in cash and 1.0 million shares of RR Donnelley common stock, or a total transaction value of $100.6 million based on the Company’s closing share price on March 24, 2014. Esselte had $6.4 million of cash as of the date of acquisition. Esselte’s operations are included in the Variable Print segment.

On March 10, 2014, the Company acquired the assets of MultiCorpora R&D Inc. and MultiCorpora International Inc. (together “MultiCorpora”) for approximately $6.0 million. MultiCorpora is an international provider of translation technology solutions. The acquisition of MultiCorpora expanded the capabilities of the Company’s translation services offering which supports clients’ multi-lingual communications. MultiCorpora’s operations are included in the Strategic Services segment.

On January 31, 2014, the Company acquired Consolidated Graphics, Inc. (“Consolidated Graphics”), a provider of digital and commercial printing, fulfillment services, print management and proprietary Internet-based technology solutions, with operations in North America, Europe and Asia. The acquisition enhanced the Company’s ability to provide integrated communications solutions for its customers. The purchase price for Consolidated Graphics was $359.9 million in cash and 16.0 million shares of RR Donnelley common stock, or a total transaction value of $660.6 million based on the Company’s closing share price on January 30, 2014, plus the assumption of Consolidated Graphics’ debt of $118.4 million. Consolidated Graphics had $62.0 million of cash as of the date of acquisition. Immediately following the acquisition, the Company repaid substantially all of the debt assumed. Consolidated Graphics’ operations are included in the Variable Print segment, with the exception of operations in the Czech Republic and Japan which are included in the International segment.

For the nine months ended September 30, 2014, the Company recorded $8.2 million of acquisition-related expenses associated with acquisitions completed or contemplated within selling, general and administrative expenses in the Condensed Consolidated Statements of Operations. Acquisition-related expenses for the three months ended September 30, 2014 were de minimis.

The Esselte, MultiCorpora and Consolidated Graphics acquisitions were recorded by allocating the cost of the acquisitions to the assets acquired, including other intangible assets, based on their estimated fair values at the acquisition date. The excess of the cost of the MultiCorpora and Consolidated Graphics acquisitions over the net amounts assigned to the fair value of the assets acquired was recorded as goodwill. The goodwill associated with these acquisitions is primarily attributable to the synergies expected to arise as a result of the acquisitions.

For Esselte, the fair value of the identifiable net assets acquired of approximately $110.1 million exceeded the purchase price of $100.6 million, resulting in a bargain purchase gain of $9.5 million for the year ended December 31, 2014, which was recorded in net investment and other expense. The gain on the bargain purchase was primarily attributable to the Company's ability to utilize certain tax operating losses.

The tax deductible goodwill related to the Consolidated Graphics, Esselte and MultiCorpora acquisitions was $73.4 million.

R.R. DONNELLEY & SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(in millions, except per share data, unless otherwise indicated)

Based on the valuations, the final purchase price allocations for all 2014 acquisitions were as follows:

Accounts receivable	$242.0
Inventories	89.6
Prepaid expenses and other current assets	17.5
Property, plant and equipment	337.0
Other intangible assets	205.0
Other noncurrent assets	11.9
Goodwill	300.1
Accounts payable and accrued liabilities	(221.0)
Other noncurrent liabilities	(57.5)
Deferred taxes--net	(96.6)
Total purchase price-net of cash acquired	828.0
Less: debt assumed	118.4
Less: value of common stock issued	319.0
Less: gain on bargain purchase	9.5
Net cash paid	$381.1

The fair values of other intangible assets, technology and goodwill associated with the acquisitions of Esselte, MultiCorpora and Consolidated Graphics were determined to be Level 3 under the fair value hierarchy. The following table presents the fair value, valuation techniques and related unobservable inputs for these Level 3 measurements:

	Fair Value	Valuation Technique	Unobservable Input	Range
Customer relationships	$178.2	Excess earnings	Discount rate Attrition rate	17.0% - 21.0% 5.0% - 9.5%
Trade names	26.5	Relief-from-royalty method	Discount rate Royalty rate (after-tax)	19.0% 0.5% - 1.5%
Technology	1.1	Excess earnings	Discount rate	17.0%

The fair values of property, plant and equipment associated with the Consolidated Graphics, Esselte, and MultiCorpora acquisitions were determined to be Level 3 under the fair value hierarchy. Property, plant and equipment values were estimated using either the market approach, if a secondhand market existed, or cost approach.

2014 Dispositions

On August 15, 2014, the Company sold the assets and liabilities of Journalism Online, LLC ("Journalism Online"), a provider of online subscription management services, for net proceeds of $10.5 million, all of which was received as of June 30, 2015, resulting in a gain of $11.2 million during the year ended December 31, 2014. As a result of a final sale price adjustment in accordance with the agreement, a $0.2 million loss was recognized during the nine months ended September 30, 2015, resulting in a total net gain of $11.0 million. The gain and loss were included in net investment and other expense in the Consolidated Statement of Operations. The operations of the Journalism Online business were included in the Strategic Services segment.

On August 11, 2014, the Company's subsidiary, RR Donnelley Argentina S.A. ("RRDA"), filed for bankruptcy liquidation in bankruptcy court in Argentina. The bankruptcy petition was approved by the court shortly thereafter and a bankruptcy trustee was appointed. As a result of the bankruptcy liquidation, the Company recorded a loss of $16.4 million in net investment and other expense for the year ended December 31, 2014. Effective as of the court's approval, the operating results of RRDA are no longer included in the Company's consolidated results of operations. RRDA had net sales of $22.1 million and a loss before income taxes of $3.4 million for the nine months ended September 30, 2014. The operations of RRDA were included in the International segment.

On February 7, 2014, the Company sold the assets and liabilities of Office Tiger Global Real Estate Services Inc. ("GRES"), its commercial and residential real estate advisory services business, for net proceeds of $1.8 million and a loss of $0.8 million, which was recognized in net investment and other expense in the Consolidated Statements of Operations for the year ended December 31, 2014. The operations of the GRES business were included in the International segment.

R.R. DONNELLEY & SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(in millions, except per share data, unless otherwise indicated)

Pro forma results

The following unaudited pro forma financial information for the three and nine months ended September 30, 2015 and 2014 presents the combined results of operations of the Company and the acquisitions described above, as if the acquisitions had occurred as of January 1 of the year prior to acquisition.

The unaudited pro forma financial information is not intended to represent or be indicative of the Company’s consolidated results of operations or financial condition that would have been reported had these acquisitions been completed as of the beginning of the period presented and should not be taken as indicative of the Company’s future consolidated results of operations or financial condition. Pro forma adjustments are tax-effected at the applicable statutory tax rates.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Net sales	$ 2,828.0	$ 3,040.6	$ 8,445.5	$ 8,897.9
Net earnings attributable to RR Donnelley common shareholders	22.5	70.5	118.0	107.0
Net earnings per share attributable to RR Donnelley common shareholders:				
Basic	$ 0.11	$ 0.34	$ 0.56	$ 0.51
Diluted	$ 0.11	$ 0.34	$ 0.56	$ 0.51

The following table outlines unaudited pro forma financial information for the three and nine months ended September 30, 2015 and 2014:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Amortization of purchased intangibles	$ 20.4	$ 22.0	$ 63.0	$ 67.8
Restructuring, impairment and other charges	48.4	16.9	76.7	86.1

Additionally, the pro forma adjustments affecting net earnings attributable to RR Donnelley common shareholders for the three and nine months ended September 30, 2015 and 2014 were as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Depreciation and amortization of purchased assets, pre-tax	$ 2.0	$ (2.5)	$ 2.4	$ 0.2
Acquisition-related expenses, pre-tax	0.2	(0.1)	18.8	14.8
Restructuring, impairment and other charges, pre-tax	4.5	3.0	28.6	5.6
Inventory fair value adjustment, pre-tax	6.7	(0.1)	9.9	3.5
Other pro forma adjustments, pre-tax	—	1.7	1.2	(2.8)
Income taxes	(4.8)	(1.2)	(15.0)	(1.1)

3. Inventories

The components of the Company’s inventories, net of excess and obsolescence reserves for raw materials and finished goods, at September 30, 2015 and December 31, 2014 were as follows:

	September 30, 2015	December 31, 2014
Raw materials and manufacturing supplies	$ 268.4	$ 261.7
Work in process	193.4	157.5
Finished goods	271.9	260.6
LIFO reserve	(93.8)	(93.6)
Total	$ 639.9	$ 586.2

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4. Property, Plant and Equipment

The components of the Company’s property, plant and equipment at September 30, 2015 and December 31, 2014 were as follows:

	September 30, 2015	December 31, 2014
Land	$ 114.3	$ 112.1
Buildings	1,226.1	1,214.8
Machinery and equipment	6,167.2	6,142.8
	7,507.6	7,469.7
Less: Accumulated depreciation	(6,003.6)	(5,954.2)
Total	$ 1,504.0	$ 1,515.5

During the three and nine months ended September 30, 2015, depreciation expense was $84.3 million and $249.7 million, respectively. During the three and nine months ended September 30, 2014 depreciation expense was $88.5 million and $267.8 million, respectively.

Assets Held for Sale

Primarily as a result of restructuring actions, certain facilities and equipment are considered held for sale. The net book value of assets held for sale was $4.0 million and $7.2 million at September 30, 2015 and December 31, 2014, respectively. These assets were included in other current assets in the Condensed Consolidated Balance Sheets at September 30, 2015 and December 31, 2014 at the lower of their historical net book value or their estimated fair value, less estimated costs to sell.

5. Goodwill and Other Intangible Assets

The changes in the carrying amount of goodwill by segment for the nine months ended September 30, 2015 were as follows:

	Publishing and Retail Services	Variable Print	Strategic Services	International	Total
Net book value as of December 31, 2014					
Goodwill	$ 688.0	$ 1,914.1	$ 987.5	$ 1,213.9	$ 4,803.5
Accumulated impairment losses	(688.0)	(1,105.2)	(222.4)	(1,081.3)	(3,096.9)
Total	—	808.9	765.1	132.6	1,706.6
Acquisitions	51.2	—	1.8	5.3	58.3
Foreign exchange and other adjustments	—	(2.1)	(0.6)	(6.4)	(9.1)
Impairment charges	—	—	—	(18.0)	(18.0)
Net book value as of September 30, 2015					
Goodwill	739.2	1,912.0	986.4	1,146.7	4,784.3
Accumulated impairment losses	(688.0)	(1,105.2)	(220.1)	(1,033.2)	(3,046.5)
Total	$ 51.2	$ 806.8	$ 766.3	$ 113.5	$ 1,737.8

During the third quarter of 2015, the Company recorded non-cash charges of $18.0 million to reflect the impairment of goodwill in the International segment. See Note 6, Restructuring, Impairment and Other Charges, for further discussion regarding this impairment charge.

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The components of other intangible assets at September 30, 2015 and December 31, 2014 were as follows:

	September 30, 2015			December 31, 2014		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Customer relationships	$946.8	$ (543.7)	$403.1	$865.6	$ (498.0)	$ 367.6
Patents	98.3	(98.3)	—	98.3	(98.3)	—
Trademarks, licenses and agreements	31.5	(30.4)	1.1	31.5	(29.7)	1.8
Trade names	47.6	(18.2)	29.4	43.1	(15.6)	27.5
Total amortizable other intangible assets	1,124.2	(690.6)	433.6	1,038.5	(641.6)	396.9
Indefinite-lived trade names	32.1	—	32.1	26.8	—	26.8
Total other intangible assets	$1,156.3	$ (690.6)	$465.7	$1,065.3	$ (641.6)	$ 423.7

During the third quarter of 2015, the Company recorded non-cash impairment charges of $2.3 million, substantially all related to the impairment of acquired customer relationship intangible assets and trade names in the Latin America reporting unit within the International segment. See Note 6, Restructuring, Impairment and Other Charges, for further discussion regarding this impairment charge.

The Company recorded additions to other intangible assets of $106.5 million for acquisitions during the nine months ended September 30, 2015, the components of which were as follows:

	September 30, 2015	
	Amount	Weighted Average Amortization Period
Customer relationships	$96.3	11.9
Trade names (indefinite-lived)	5.5	n/a
Trade names (amortizable)	4.6	3.0
Non-compete agreement	0.1	5.0
Total additions	$106.5	

Amortization expense for other intangible assets was $20.4 million and $19.9 million for the three months ended September 30, 2015 and 2014, respectively, and $58.6 million and $58.7 million for the nine months ended September

30, 2015 and 2014, respectively.

The following table outlines the estimated annual amortization expense related to other intangible assets as of September 30, 2015:

For the year ending December 31,	Amount
2015	$ 78.7
2016	65.3
2017	59.4
2018	53.3
2019	49.2
2020 and thereafter	186.3
Total	$ 492.2

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6. Restructuring, Impairment and Other Charges

Restructuring, Impairment and Other Charges Recognized in Results of Operations

For the three months ended September 30, 2015 and 2014, the Company recorded the following net restructuring, impairment and other charges:

Three Months Ended September 30, 2015	Employee Terminations	Other Restructuring Charges	Total Restructuring Charges	Impairment	Other Charges	Total
Publishing and Retail Services	$ 2.1	$ 1.0	$ 3.1	$ 2.0	$ 0.7	$5.8
Variable Print	0.5	2.1	2.6	(0.1)	0.4	2.9
Strategic Services	1.9	0.5	2.4	0.9	0.2	3.5
International	13.1	0.8	13.9	25.4	—	39.3
Corporate	1.2	0.2	1.4	—	—	1.4
Total	$ 18.8	$ 4.6	$ 23.4	$ 28.2	$ 1.3	$52.9

Three Months Ended September 30, 2014	Employee Terminations	Other Restructuring Charges	Total Restructuring Charges	Impairment	Other Charges	Total
Publishing and Retail Services	$ (0.2)	$ 1.8	$ 1.6	$ (1.2)	$ 7.4	$7.8
Variable Print	1.6	2.8	4.4	1.7	2.2	8.3
Strategic Services	0.9	0.2	1.1	—	0.1	1.2
International	1.9	0.2	2.1	(0.2)	—	1.9
Corporate	0.6	0.1	0.7	—	—	0.7
Total	$ 4.8	$ 5.1	$ 9.9	$ 0.3	$ 9.7	$19.9

For the nine months ended September 30, 2015 and 2014, the Company recorded the following net restructuring, impairment and other charges:

Nine Months Ended September 30, 2015	Employee Terminations	Other Restructuring Charges	Total Restructuring Charges	Impairment	Other Charges	Total
Publishing and Retail Services	$ 5.3	$ 2.5	$ 7.8	$ 1.5	$ 18.5	$27.8

Variable Print	3.6	5.4	9.0	1.6	1.3	11.9
Strategic Services	5.7	1.6	7.3	0.9	3.3	11.5
International	22.3	2.5	24.8	25.0	—	49.8
Corporate	2.9	1.0	3.9	—	—	3.9
Total	$ 39.8	$ 13.0	$ 52.8	$ 29.0	$ 23.1	$ 104.9

Nine Months Ended September 30, 2014	Employee Terminations	Other Restructuring Charges	Total Restructuring Charges	Impairment	Other Charges	Total
Publishing and Retail Services	$ 0.2	$ 5.6	$ 5.8	$ 2.4	$ 23.7	$ 31.9
Variable Print	15.7	6.2	21.9	6.9	6.3	35.1
Strategic Services	3.3	1.7	5.0	—	4.0	9.0
International	5.9	0.8	6.7	0.8	—	7.5
Corporate	2.7	1.7	4.4	—	—	4.4
Total	$ 27.8	$ 16.0	$ 43.8	$ 10.1	$ 34.0	$ 87.9

Restructuring and Impairment Charges

For the three and nine months ended September 30, 2015, the Company recorded net restructuring charges of $18.8 million and $39.8 million, respectively, for employee termination costs for 1,829 employees, of whom 1,364 were terminated as of September 30, 2015. These charges primarily related to the announcement of one facility closure and the closure of another facility, both in the International segment, one facility closure in the Variable Print segment and the reorganization of certain operations. Additionally, the Company incurred lease termination and other restructuring charges of $4.6 million and $13.0 million, respectively, for the three and nine months ended September 30, 2015. For the three and nine months ended September 30, 2015, the Company also recorded $7.9 million and $8.7 million, respectively, of net impairment charges primarily related to buildings and machinery and equipment associated with facility closures. The fair values of the buildings and machinery and equipment were determined to be Level 3 under the fair value hierarchy and were estimated based on discussions with real estate brokers, review of comparable properties, if available, discussions with machinery and equipment brokers, dealer quotes and internal expertise related to the current marketplace conditions.

As the result of the Company’s interim goodwill impairment review, the Company recorded non-cash charges of $13.7 million and $4.3 million for the three and nine months ended September 30, 2015 to recognize the impairment of goodwill in the Europe and Latin America reporting units, respectively, both of which are within the International segment. The goodwill impairment charge in the Europe reporting unit was due to the announced reorganization of certain operations which resulted in a reduction in the estimated fair value of the reporting unit based on lower expectations of future revenue, profitability and cash flows as compared to the expectations as of the October 31, 2014 annual goodwill impairment test. As of September 30, 2015, the Europe and Latin America reporting units had no remaining goodwill. The goodwill impairment charges were determined using Level 3 inputs, including discounted cash flow analyses, comparable marketplace fair value data and management’s assumptions in valuing the significant tangible and intangible assets. Additionally, for the three and nine months ended September 30, 2015, the Company recorded $2.3 million for the impairment of intangible assets, substantially all of which related to the impairment of acquired customer relationship intangible assets and trade names in the Latin America reporting unit within the International segment.

For the three and nine months ended September 30, 2014, the Company recorded net restructuring charges of $4.8 million and $27.8 million, respectively, for employee termination costs for 546 employees, substantially all of whom were terminated as of September 30, 2015. These charges primarily related to the integration of Consolidated Graphics, including the closure of seven Consolidated Graphics facilities as well as one additional facility closure within the Variable Print segment, one facility closure in the Publishing and Retail Services segment and the reorganization of certain operations. Additionally, the Company incurred lease termination and other restructuring charges including charges related to multi-employer pension plan withdrawal obligations as a result of facility closures of $5.1 million and $16.0 million, respectively, for the three and nine months ended September 30, 2014. For the three and nine months ended September 30, 2014, the Company also recorded $0.3 million and $10.1 million, respectively, of impairment charges primarily related to buildings, machinery and equipment and trade names associated with facility closures. The impairment charges are net of gains related to the sale of previously impaired other long-lived assets. The fair values of the buildings and machinery and equipment were determined to be Level 3 under the fair value hierarchy and were estimated based on discussions with real estate brokers, review of comparable properties, if available, discussions with machinery and equipment brokers, dealer quotes and internal expertise

related to the current marketplace conditions.

Other Charges

For the three and nine months ended September 30, 2015, the Company recorded other charges of $1.3 million and $23.1 million, respectively, including integration charges of $19.1 million for payments made to certain Courier employees upon the termination of Courier's executive severance plan immediately prior to the acquisition.

For the three and nine months ended September 30, 2014, the Company recorded other charges of $9.7 million and $34.0 million, respectively, for multi-employer pension plan withdrawal obligations unrelated to facility closures. The total liabilities for the withdrawal obligations associated with the Company's decision to withdraw from multi-employer pension plans included in accrued liabilities and other noncurrent liabilities are $10.8 million and $83.7 million, respectively, as of September 30, 2015.

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The Company’s withdrawal liabilities could be affected by the financial stability of other employers participating in the plans and any decisions by those employers to withdraw from the plans in the future. While it is not possible to quantify the potential impact of future events or circumstances, reductions in other employers’ participation in multi-employer pension plans, including certain plans from which the Company has previously withdrawn, could have a material impact on the Company’s previously estimated withdrawal liabilities, consolidated results of operations, financial position or cash flows.

As a result of the acquisition of Courier, the Company participates in two multi-employer pension plans, one of which the Company's contributions are approximately 70% of the total plan contributions. Both plans are estimated to be underfunded and have a Pension Protection Act zone status of critical (“red”). Red status identifies plans that are less than 65% funded.

Restructuring Reserve

The restructuring reserve as of December 31, 2014 and September 30, 2015, and changes during the nine months ended September 30, 2015, were as follows:

	December 31, 2014	Restructuring Charges	Foreign Exchange and Other	Cash Paid	September 30, 2015
Employee terminations	$ 13.0	$ 39.8	$ (1.3)	$ (27.4)	$ 24.1
Multi-employer pension withdrawal obligations	34.6	1.4	1.4	(3.8)	33.6
Lease terminations and other	15.1	11.6	(0.1)	(15.8)	10.8
Total	$ 62.7	$ 52.8	$ 0.0	$ (47.0)	$ 68.5

The current portion of restructuring reserves of $33.1 million at September 30, 2015 was included in accrued liabilities, while the long-term portion of $35.4 million, primarily related to multi-employer pension plan withdrawal obligations related to facility closures and lease termination costs, was included in other noncurrent liabilities at September 30, 2015.

The Company anticipates that payments associated with the employee terminations reflected in the above table will be substantially completed by September 2016.

Payments on the Company’s multi-employer pension plan withdrawal obligations are scheduled to be substantially completed by 2034. Changes based on uncertainties in these estimated withdrawal obligations could affect the ultimate charges related to multi-employer pension plan withdrawals.

The restructuring liabilities classified as “lease terminations and other” consisted of lease terminations, other facility closing costs and contract termination costs. Payments on certain of the lease obligations are scheduled to continue

until 2026. Market conditions and the Company's ability to sublease these properties could affect the ultimate charges related to the lease obligations. Any potential recoveries or additional charges could affect amounts reported in the Company's financial statements.

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7. Employee Benefits

The components of the estimated net pension and other postretirement benefits plan income for the three and nine months ended September 30, 2015 and 2014 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Pension (income) expense				
Service cost	$0.5	$0.5	$1.6	$1.6
Interest cost	44.5	49.7	133.9	146.3
Expected return on plan assets	(61.4)	(65.9)	(184.7)	(195.1)
Amortization, net	10.1	7.8	30.5	24.1
Net pension income	$(6.3)	$(7.9)	$(18.7)	$(23.1)
Other postretirement benefits plan (income) expense				
Service cost	$1.1	$1.1	$3.5	$3.4
Interest cost	4.0	4.2	12.0	12.6
Expected return on plan assets	(3.3)	(2.9)	(9.8)	(9.1)
Amortization, net	(6.7)	(6.4)	(20.2)	(19.3)
Net other postretirement benefits plan income	$(4.9)	$(4.0)	$(14.5)	$(12.4)

8. Equity

The Company’s equity as of December 31, 2014 and September 30, 2015, and changes during the nine months ended September 30, 2015, were as follows:

	RR Donnelley Shareholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2014	$ 593.8	$ 26.6	$620.4
Net earnings (loss)	80.1	(13.0)	67.1

Other comprehensive loss	(31.0)	(1.0)	(32.0)
Share-based compensation	13.6	—	13.6
Issuance of common stock	154.2	—	154.2
Issuance of share-based awards, net of withholdings and other	(3.4)	—	(3.4)
Cash dividends paid	(158.4)	—	(158.4)
Noncontrolling interests in acquired business	—	4.6	4.6
Noncontrolling interests in disposed businesses	—	(2.4)	(2.4)
Distributions to noncontrolling interests	—	(1.0)	(1.0)
Balance at September 30, 2015	$ 648.9	$ 13.8	$662.7

During the three months ended June 30, 2015, the Company issued stock in conjunction with the Courier acquisition with a closing date value of $154.2 million.

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The Company's equity as of December 31, 2013 and September 30, 2014, and changes during the nine months ended September 30, 2014, were as follows:

	RR Donnelley Shareholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2013	$ 631.8	$ 21.9	$653.7
Net earnings (loss)	97.9	(0.7)	97.2
Other comprehensive loss	(11.7)	(0.2)	(11.9)
Share-based compensation	13.8	—	13.8
Issuances of common stock	300.7	—	300.7
Issuances of treasury stock	18.3	—	18.3
Issuance of share-based awards, net of withholdings and other	(4.3)	—	(4.3)
Cash dividends paid	(151.1)	—	(151.1)
Noncontrolling interests in acquired business	—	2.7	2.7
Distributions to noncontrolling interests	—	(0.7)	(0.7)
Balance at September 30, 2014	$ 895.4	$ 23.0	$918.4

During the three months ended March 31, 2014, the Company issued stock in conjunction with the Consolidated Graphics and Esselte acquisitions with closing date values of $300.7 million and $18.3 million, respectively.

9. Earnings per Share

Basic earnings per share is calculated by dividing net earnings attributable to RR Donnelley common shareholders by the weighted average number of common shares outstanding for the period. In computing diluted earnings per share, basic earnings per share is adjusted for the assumed issuance of all potentially dilutive share-based awards, including stock options, restricted stock units and performance share units. Performance share units are considered anti-dilutive and excluded if the performance targets upon which the issuance of the shares is contingent have not been achieved and the respective performance period has not been completed as of the end of the current period. Additionally, stock options are considered anti-dilutive when the exercise price exceeds the average of the Company's stock price during the applicable period.

During the nine months ended September 30, 2015 and 2014, no shares of common stock were purchased by the Company; however, shares were withheld for tax liabilities upon the vesting of equity awards. During the three

months ended June 30, 2015, the Company issued 8.0 million shares of stock in conjunction with the Courier acquisition. During the three months ended March 31, 2014, the Company issued stock in conjunction with the Consolidated Graphics and Esselte acquisitions of 16.0 million and 1.0 million shares, respectively.

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The reconciliation of the numerator and denominator of the basic and diluted earnings per share calculation and the anti-dilutive share-based awards for the three and nine months ended September 30, 2015 and 2014 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net earnings per share attributable to RR Donnelley common shareholders:				
Basic	$0.07	$0.31	$0.39	$0.49
Diluted	$0.07	$0.31	$0.39	$0.49
Dividends declared per common share	$0.26	$0.26	$0.78	$0.78
Numerator:				
Net earnings attributable to RR Donnelley common shareholders	$14.3	$62.2	$80.1	$97.9
Denominator:				
Weighted average number of common shares outstanding	209.2	200.3	204.3	197.9
Dilutive options and awards	1.1	1.3	1.2	1.5
Diluted weighted average number of common shares outstanding	210.3	201.6	205.5	199.4
Weighted average number of anti-dilutive share-based awards:				
Stock options	2.0	3.4	2.0	3.4
Performance share units	1.2	1.0	1.1	1.0
Restricted stock units	—	1.2	—	1.2
Total	3.2	5.6	3.1	5.6

10. Comprehensive Income

The components of other comprehensive (loss) income and income tax expense allocated to each component for the three and nine months ended September 30, 2015 and 2014 were as follows:

	Three Months Ended September 30, 2015			Nine Months Ended September 30, 2015		
	Before Tax Amount	Income Tax Expense	Net of Tax Amount	Before Tax Amount	Income Tax Expense	Net of Tax Amount
Translation adjustments	$(37.5)	$ —	$(37.5)	$(42.5)	$ —	$(42.5)
Adjustment for net periodic pension and other postretirement benefits plan cost	3.4	1.2	2.2	16.1	5.7	10.4

Change in fair value of derivatives	—	(0.1)	0.1	0.1	—	0.1
Other comprehensive (loss) income	$(34.1)	$ 1.1	$(35.2)	$(26.3)	$ 5.7	$(32.0)

	Three Months Ended September 30, 2014			Nine Months Ended September 30, 2014		
	Before Tax Amount	Income Tax Expense	Net of Tax Amount	Before Tax Amount	Income Tax Expense	Net of Tax Amount
Translation adjustments	$(15.0)	$ —	$(15.0)	$(15.3)	$ —	$(15.3)
Adjustment for net periodic pension and other postretirement benefits plan cost	1.4	0.4	1.0	4.8	1.5	3.3
Change in fair value of derivatives	—	—	—	0.2	0.1	0.1
Other comprehensive (loss) income	$(13.6)	$ 0.4	$(14.0)	$(10.3)	$ 1.6	$(11.9)

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Accumulated other comprehensive loss by component as of December 31, 2014 and September 30, 2015, and changes during the nine months ended September 30, 2015, were as follows:

	Changes in the Fair Value of Derivatives	Pension and Other Postretirement Benefits Plan Cost	Translation Adjustments	Total
Balance at December 31, 2014	$ (0.1)	$ (762.3)	$ (11.2)	$(773.6)
Other comprehensive loss before reclassifications	—	—	(54.6)	(54.6)
Amounts reclassified from accumulated other comprehensive loss	0.1	6.6	—	6.7
Amounts reclassified due to disposition of an operating entity	—	3.8	13.1	16.9
Net change in accumulated other comprehensive loss	0.1	10.4	(41.5)	(31.0)
Balance at September 30, 2015	$ —	$ (751.9)	$ (52.7)	$(804.6)

Accumulated other comprehensive income (loss) by component as of December 31, 2013 and September 30, 2014, and changes during the nine months ended September 30, 2014, were as follows:

	Changes in the Fair Value of Derivatives	Pension and Other Postretirement Benefits Plan Cost	Translation Adjustments	Total
Balance at December 31, 2013	$ (0.2)	$ (521.4)	$ 33.5	$(488.1)
Other comprehensive loss before reclassifications	—	—	(15.1)	(15.1)
Amounts reclassified from accumulated other comprehensive loss	0.1	3.3	—	3.4
Net change in accumulated other comprehensive loss	0.1	3.3	(15.1)	(11.7)
Balance at September 30, 2014	$ (0.1)	$ (518.1)	$ 18.4	$(499.8)

Reclassifications from accumulated other comprehensive loss for the three and nine months ended September 30, 2015 and 2014 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,		Classification in the Condensed Consolidated Statements of
	2015	2014	2015	2014	Operations
Amortization of pension and other postretirement benefits plan cost:					
Net actuarial loss	$10.1	$7.8	$30.5	$24.1	(a)
Net prior service credit	(6.7)	(6.4)	(20.2)	(19.3)	(a)
Reclassifications before tax	3.4	1.4	10.3	4.8	
Income tax expense	1.2	0.4	3.7	1.5	
Reclassifications, net of tax	$2.2	$1.0	$6.6	$3.3	

(a) These accumulated other comprehensive income (loss) components are included in the calculation of net periodic pension and other postretirement benefits plan income recognized in cost of sales and selling, general and administrative expenses in the Condensed Consolidated Statements of Operations (see Note 7, Employee Benefits).

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11. Segment Information

The Company’s segments and their product and service offerings are summarized below:

Publishing and Retail Services

The Publishing and Retail Services segment’s primary product offerings include magazines, catalogs, retail inserts, books, directories and packaging.

Variable Print

The Variable Print segment includes the Company’s U.S. short-run and transactional printing operations. This segment’s primary product offerings include commercial and digital print, office products, direct mail, labels, statement printing, forms and packaging.

Strategic Services

The Strategic Services segment includes the Company’s logistics services, financial print products and related services, print management offerings, digital and creative solutions and publishing services.

International

The International segment includes the Company’s non-U.S. printing operations in Asia, Europe, Latin America and Canada. This segment’s primary product and service offerings include magazines, catalogs, retail inserts, books, directories, direct mail, packaging, forms, labels, manuals, statement printing, commercial and digital print, logistics services and digital and creative solutions. Additionally, this segment includes the Company’s business process outsourcing and Global Turnkey Solutions operations. Business process outsourcing provides transactional print and outsourcing services, statement printing, direct mail and print management offerings through its operations in Europe, Asia and North America. Global Turnkey Solutions provides outsourcing capabilities, including product configuration, customized kitting and order fulfillment for technology, medical device and other companies around the world through its operations in Europe, North America and Asia.

Corporate

Corporate consists of unallocated selling, general and administrative activities and associated expenses including, in part, executive, legal, finance, communications, certain facility costs and LIFO inventory provisions. In addition, certain costs and earnings of employee benefit plans, such as pension and other postretirement benefits plan expense (income) and share-based compensation, are included in Corporate and not allocated to the operating segments. Corporate also manages the Company’s cash pooling structures, which enables participating international locations to draw on the Company’s overseas cash resources to meet local liquidity needs.

R.R. DONNELLEY & SONS COMPANY AND SUBSIDIARIES (“RR DONNELLEY”)

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(in millions, except per share data, unless otherwise indicated)

Information by Segment

The Company has disclosed income (loss) from operations as the primary measure of segment earnings (loss). This is the measure of profitability used by the Company’s chief operating decision-maker and is most consistent with the presentation of profitability reported within the Condensed Consolidated Financial Statements.

Three Months Ended September 30, 2015	Total Sales	Intersegment Sales	Net Sales	Income (Loss) from Operations	Depreciation and Amortization	Capital Expenditures
Publishing and Retail Services	$694.8	$ (9.9)	$684.9	$ 33.4	$ 40.1	$ 5.9
Variable Print	949.4	(13.5)	935.9	58.0	38.0	18.7
Strategic Services	685.6	(50.0)	635.6	51.5	15.8	4.8
International	599.0	(27.4)	571.6	(8.4)	20.5	16.7
Total operating segments	2,928.8	(100.8)	2,828.0	134.5	114.4	46.1
Corporate	—	—	—	(11.2)	0.9	5.6
Total operations	$2,928.8	$ (100.8)	$2,828.0	$ 123.3	$ 115.3	$ 51.7

Three Months Ended September 30, 2014	Total Sales	Intersegment Sales	Net Sales	Income (Loss) from Operations	Depreciation and Amortization	Capital Expenditures
Publishing and Retail Services	$685.3	$ (4.3)	$681.0	$ 34.1	$ 35.8	$ 9.8
Variable Print	1,003.8	(15.7)	988.1	68.8	40.8	15.2
Strategic Services	665.1	(34.4)	630.7	56.5	16.1	10.5
International	684.3	(26.3)	658.0	24.7	25.2	19.9
Total operating segments	3,038.5	(80.7)	2,957.8	184.1	117.9	55.4
Corporate	—	—	—	(10.4)	1.7	2.8
Total operations	$3,038.5	$ (80.7)	$2,957.8	$ 173.7	$ 119.6	$ 58.2

Nine Months Ended	Total Sales	Intersegment Sales	Net Sales	Income (Loss) from Operations	Assets of Operations	Depreciation and Amortization	Capital Expenditures

September 30, 2015							
Publishing and Retail Services	$1,861.3	$ (20.9)	$1,840.4	$ 47.8	$ 1,434.1	$ 109.1	$ 27.9
Variable Print	2,837.6	(41.6)	2,796.0	183.6	2,542.3	115.5	43.1
Strategic Services	2,119.1	(118.6)	2,000.5	189.3	1,420.4	50.4	33.0
International	1,768.5	(83.2)	1,685.3	25.9	1,655.3	63.7	36.7
Total operating segments	8,586.5	(264.3)	8,322.2	446.6	7,052.1	338.7	140.7
Corporate	—	—	—	(50.0)	418.5	2.8	12.1
Total operations	$8,586.5	$ (264.3)	$8,322.2	$ 396.6	$ 7,470.6	$ 341.5	$ 152.8

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(in millions, except per share data, unless otherwise indicated)

Nine Months Ended	Total Sales	Intersegment Sales	Net Sales	Income (Loss) from Operations	Assets of Operations	Depreciation and Amortization	Capital Expenditures
September 30, 2014							
Publishing and Retail Services	$1,958.3	$ (8.7)	$1,949.6	$ 71.8	$1,337.4	$ 110.7	$ 32.0
Variable Print	2,784.8	(47.2)	2,737.6	158.2	2,719.6	117.4	44.3
Strategic Services	2,035.0	(97.1)	1,937.9	193.0	1,403.4	48.5	28.4
International	1,979.8	(70.8)	1,909.0	79.6	1,939.7	75.0	50.3
Total operating segments	8,757.9	(223.8)	8,534.1	502.6	7,400.1	351.6	155.0
Corporate	—	—	—	(54.7)	166.8	5.4	9.5
Total operations	$8,757.9	$ (223.8)	$8,534.1	$ 447.9	$7,566.9	$ 357.0	$ 164.5

Restructuring, impairment and other charges by segment for the three and nine months ended September 30, 2015 and 2014 are described in Note 6, Restructuring, Impairment and Other Charges.

12. Commitments and Contingencies

The Company is subject to laws and regulations relating to the protection of the environment. The Company provides for expenses associated with environmental remediation obligations when such amounts are probable and can be reasonably estimated. Such accruals are adjusted as new information develops or circumstances change and are generally not discounted. The Company has been designated as a potentially responsible party or has received claims in twelve active federal and state Superfund and other multiparty remediation sites. In addition to these sites, the Company may also have the obligation to remediate nine other previously and currently owned facilities. At the Superfund sites, the Comprehensive Environmental Response, Compensation and Liability Act provides that the Company’s liability could be joint and several, meaning that the Company could be required to pay an amount in excess of its proportionate share of the remediation costs.

The Company’s understanding of the financial strength of other potentially responsible parties at the multiparty sites and of other liable parties at the previously owned facilities has been considered, where appropriate, in the determination of the Company’s estimated liability. The Company established reserves, recorded in accrued liabilities and other noncurrent liabilities, that it believes are adequate to cover its share of the potential costs of remediation at each of the multiparty sites and the previously and currently owned facilities. It is not possible to quantify with certainty the potential impact of actions regarding environmental matters, particularly remediation and other

compliance efforts that the Company may undertake in the future. However, in the opinion of management, compliance with the present environmental protection laws, before taking into account estimated recoveries from third parties, will not have a material effect on the Company's consolidated results of operations, financial position or cash flows.

From time to time, the Company's customers and others file voluntary petitions for reorganization under United States bankruptcy laws. In such cases, certain pre-petition payments received by the Company from these parties could be considered preference items and subject to return. In addition, the Company is party to certain litigation arising in the ordinary course of business. Management believes that the final resolution of these preference items and litigation will not have a material effect on the Company's consolidated results of operations, financial position or cash flows.

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13. Debt

The Company’s debt at September 30, 2015 and December 31, 2014 consisted of the following:

	September 30, 2015	December 31, 2014
Borrowings under the Credit Agreement	$ 225.0	$ —
5.50% senior notes due May 15, 2015	—	200.0
8.60% senior notes due August 15, 2016	219.4	219.1
6.125% senior notes due January 15, 2017	251.2	251.0
7.25% senior notes due May 15, 2018	250.0	250.0
11.25% senior notes due February 1, 2019 (a)	172.2	172.2
8.25% senior notes due March 15, 2019	238.9	238.9
7.625% senior notes due June 15, 2020	350.0	350.0
7.875% senior notes due March 15, 2021	448.5	448.3
8.875% debentures due April 15, 2021	80.9	80.9
7.00% senior notes due February 15, 2022	400.0	400.0
6.50% senior notes due November 15, 2023	350.0	350.0
6.00% senior notes due April 1, 2024	400.0	400.0
6.625% debentures due April 15, 2029	199.5	199.5
8.820% debentures due April 15, 2031	69.0	69.0
Other (b)	21.7	3.6
Total debt	3,676.3	3,632.5
Less: current portion	(460.2)	(203.4)
Long-term debt	$ 3,216.1	$ 3,429.1

(a) As of September 30, 2015 and December 31, 2014, the interest rate on the 11.25% senior notes due February 1, 2019 was 12.75% as a result of downgrades in the ratings of the notes by the rating agencies.

(b) Includes fair value adjustments to the 8.25% senior notes due March 15, 2019 related to the Company’s fair value hedges, miscellaneous debt obligations and capital leases.

The fair values of the senior notes and debentures, which were determined using the market approach based upon interest rates available to the Company for borrowings with similar terms and maturities, were determined to be Level 2 under the fair value hierarchy. The fair value of the Company’s debt was greater than its book value by approximately $3.2 million and $259.5 million at September 30, 2015 and December 31, 2014, respectively.

Effective September 9, 2014, the aggregate revolving commitments of the Lenders under the Company's senior secured revolving credit facility (the "Credit Agreement") were increased from $1.15 billion to $1.5 billion and the expiration date of the Credit Agreement was extended from October 15, 2017 to September 9, 2019.

The Credit Agreement is subject to a number of covenants, including a minimum Interest Coverage Ratio and a maximum Leverage Ratio, as defined and calculated pursuant to the Credit Agreement, that, in part, restrict the Company's ability to incur additional indebtedness, create liens, engage in mergers and consolidations, make restricted payments and dispose of certain assets. The Credit Agreement generally allows annual dividend payments of up to $225.0 million in aggregate, though additional dividends may be allowed subject to certain conditions.

The weighted average interest rate on borrowings under the Credit Agreement was 2.0% during the nine months ended September 30, 2015 and 2014.

Cash on hand and borrowings under the Credit Agreement were used to pay the $200.0 million 5.50% senior notes that matured on May 15, 2015.

On March 20, 2014, the Company issued $400.0 million of 6.00% senior notes due April 1, 2024. Interest on the notes is payable semi-annually on April 1 and October 1, and commenced on October 1, 2014. The net proceeds from the offering along with borrowings under the Credit Agreement were used to repurchase $211.1 million of the 8.25% senior notes due March 15, 2019, $100.0 million of the 7.25% senior notes due May 15, 2018, and $50.0 million of the 7.625% senior notes due June 15, 2020. The repurchases resulted in a pre-tax loss on debt extinguishment of $77.1 million for the nine months ended September 30, 2014 related to the premiums paid, unamortized debt issuance costs, elimination of the $2.8 million fair value adjustment on the 8.25% senior notes and other expenses.

Interest income was $1.3 million and $4.2 million for the three and nine months ended September 30, 2015, respectively, and $1.9 million and $6.6 million for the three and nine months ended September 30, 2014, respectively.

14. Derivatives

All derivatives are recorded as other current or noncurrent assets or other current or noncurrent liabilities in the Condensed Consolidated Balance Sheets at their respective fair values. Unrealized gains and losses related to derivatives are recorded in other comprehensive income (loss), net of applicable income taxes, or in the Condensed Consolidated Statements of Operations, depending on the purpose for which the derivative is held. For derivatives designated and that qualify as cash flow hedges, the effective portion of the unrealized gain or loss related to the derivatives are generally recorded in other comprehensive income (loss) until the transaction affects earnings. For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative, as well as the offsetting gain or loss on the hedged item attributable to the hedged risk, are recognized in the Condensed Consolidated Statements of Operations. Changes in the fair value of derivatives that do not meet the criteria for designation as a hedge at inception, or fail to meet the criteria thereafter, are recognized currently in the Condensed Consolidated Statements of Operations. At the inception of a hedge transaction, the Company formally documents the hedge relationship and the risk management objective for undertaking the hedge. In addition, the Company assesses both at inception of the hedge and on an ongoing basis, whether the derivative in the hedging transaction has been highly effective in offsetting changes in fair value or cash flows of the hedged item and whether the derivative is expected to continue to be highly effective. The impact of any ineffectiveness is also recognized currently in the Condensed Consolidated Statements of Operations.

The Company is exposed to the impact of foreign currency fluctuations in certain countries in which it operates. The exposure to foreign currency movements is limited in many countries because the operating revenues and expenses of its various subsidiaries and business units are substantially in the local currency of the country in which they operate. To the extent borrowings, sales, purchases, revenues, expenses or other transactions are not in the local currency of the subsidiary or operating unit, the Company is exposed to currency risk. Periodically, the Company uses foreign exchange forward contracts to hedge exposures resulting from foreign exchange fluctuations. Accordingly, the gains and losses associated with the fair values of foreign currency exchange contracts are recognized currently in the Condensed Consolidated Statements of Operations and are generally offset by gains and losses on underlying payables, receivables and net investments in foreign subsidiaries. The Company does not use derivative financial instruments for trading or speculative purposes. The aggregate notional value of the forward contracts at September 30, 2015 and December 31, 2014 was $357.6 million and $377.2 million, respectively. The fair values of foreign

exchange forward contracts were determined to be Level 2 under the fair value hierarchy and are valued using market exchange rates.

On March 13, 2012, the Company entered into interest rate swap agreements to manage interest rate risk exposure, effectively changing the interest rate on $400.0 million of its fixed-rate senior notes to a floating-rate based on LIBOR plus a basis point spread. The interest rate swaps, with a notional value of $400.0 million at inception, were designated as fair value hedges against changes in the value of the Company's $450.0 million 8.25% senior notes due March 15, 2019, which were attributable to changes in the benchmark interest rate. During the nine months ended September 30, 2014, the Company repurchased $211.1 million of the 8.25% senior notes due March 15, 2019, and related interest rate swaps with a notional amount of $210.0 million were terminated, resulting in payments of $4.2 million for the fair value of the interest rate swaps. As a result of the termination, the remaining notional value of the interest rate swap agreements as of September 30, 2015 was $190.0 million. The interest rate swaps were designated as fair value hedges against changes in the value of $238.9 million of the Company's 8.25% senior notes due March 15, 2019.

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On April 9, 2010, the Company entered into interest rate swap agreements to manage interest rate risk exposure, effectively changing the interest rate on $600.0 million of its fixed-rate senior notes to a floating-rate LIBOR plus a basis point spread. The interest rate swaps, with a notional value of $600.0 million at inception, were designated as fair value hedges against changes in the value of the Company’s 4.95% senior notes due April 1, 2014, which were attributable to changes in the benchmark interest rate. During March 2012, the Company repurchased $341.8 million of the 4.95% senior notes due April 1, 2014, and related interest rate swaps with a notional value of $342.0 million were terminated, resulting in proceeds of $11.0 million for the fair value of the interest rate swaps. In conjunction with the 4.95% senior notes’ maturity in April 2014, the remaining interest rate swap agreements matured.

The fair values of interest rate swaps were determined to be Level 2 under the fair value hierarchy and were developed using the market standard methodology of netting the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on the expectation of future interest rates derived from observed market interest rate curves. In addition, credit valuation adjustments, which consider the impact of any credit enhancements to the contracts, are incorporated in the fair values to account for potential nonperformance risk. On at least a quarterly basis, the Company evaluates the credit value adjustments of the interest rate swap agreements, which take into account the possibility of counterparty and the Company’s own default.

The Company’s foreign exchange forward contracts and interest rate swaps are subject to enforceable master netting agreements that allow the Company to settle positive and negative positions with the respective counterparties. The Company settles foreign exchange forward contracts on a net basis when possible. Foreign exchange forward contracts that can be settled on a net basis are presented net in the Condensed Consolidated Balance Sheets. Interest rate swaps are settled on a gross basis and presented gross in the Condensed Consolidated Balance Sheets.

The Company manages credit risk for its derivative positions on a counterparty-by-counterparty basis, considering the net portfolio exposure with each counterparty, consistent with its risk management strategy for such transactions. The Company’s agreements with each of its counterparties contain a provision where the Company could be declared in default on its derivative obligations if it either defaults or, in certain cases, is capable of being declared in default of any of its indebtedness greater than specified thresholds. These agreements also contain a provision where the Company could be declared in default subsequent to a merger or restructuring type event if the creditworthiness of the resulting entity is materially weaker.

At September 30, 2015 and December 31, 2014, the total fair value of the Company’s foreign exchange forward contracts, which were the only derivatives not designated as hedges, and fair value hedges, along with the accounts in the Condensed Consolidated Balance Sheets in which the fair value amounts were included, were as follows:

	September 30, 2015	December 31, 2014
Derivatives not designated as hedges		
Prepaid expenses and other current assets	$ 28.2	$ 7.0
Accrued liabilities	1.1	0.5
Derivatives designated as fair value hedges		

Other noncurrent assets	$ 2.4	$ —
Other noncurrent liabilities	—	1.2

The pre-tax (gains) losses related to derivatives not designated as hedges recognized in the Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2015 and 2014 were as follows:

	Classification of (Gain) Loss Recognized in the Condensed Consolidated Statements of Operations	Three Months Ended September 30,		Nine Months Ended September 30,	
		2015	2014	2015	2014
Derivatives not designated as hedges					
Foreign exchange forward contracts	Selling, general and administrative expenses	$1.3	$(19.8)	$(22.2)	$(21.3)

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For derivatives designated as fair value hedges, the pre-tax (gains) losses related to the hedged items attributable to changes in the hedged benchmark interest rate and the offsetting (gain) loss on the related interest rate swaps for the three and nine months ended September 30, 2015 and 2014 were as follows:

	Classification of (Gain) Loss Recognized in the Condensed Consolidated Statements of Operations	Three Months Ended September 30,		Nine Months Ended September 30,	
		2015	2014	2015	2014
Fair Value Hedges					
Interest rate swaps	Investment and other expense-net	$(2.2)	$1.3	$(3.6)	$(0.4)
Hedged items	Investment and other expense-net	2.4	(1.5)	3.4	(0.4)
Total (gain) loss recognized as ineffectiveness in the Condensed Consolidated Statements of Operations	Investment and other expense-net	$0.2	$(0.2)	$(0.2)	$(0.8)

The Company also recognized a net reduction to interest expense of $0.5 million and $1.6 million for the three and nine months ended September 30, 2015, respectively, and $0.5 million and $3.3 million for the three and nine months ended September 30, 2014, respectively, related to the Company’s fair value hedges, which included interest accruals on the derivatives and amortization of the basis in the hedged items.

15. Venezuela Currency Remeasurement

As described in Note 2, Acquisitions and Dispositions, on April 29, 2015 the Company sold its 50.1% interest in its Venezuelan operating entity.

Since January 1, 2010, the three-year cumulative inflation for Venezuela using the blended Consumer Price Index and National Consumer Price Index has exceeded 100%. As a result, Venezuela’s economy is considered highly inflationary and the financial statements of the Company’s Venezuelan subsidiaries were remeasured as if the functional currency were the U.S. Dollar. Prior to March 31, 2014, the financial statements were remeasured based on the official rate determined by the government of Venezuela.

During the first quarter of 2014, the Venezuelan government expanded the operation of the Supplementary System for the Administration of Foreign Currency (“SICAD 1”) currency exchange mechanism for use with certain transactions.

In addition, the Venezuelan government also began operating the SICAD 2 exchange which the government indicated was available to all entities for all transactions. The Venezuelan government indicated that the official rate of 6.3 Bolivars per U.S. Dollar would be reserved only for settlement of U.S. Dollar denominated purchases of "essential goods and services." As of September 30, 2014, the SICAD 1 and SICAD 2 exchange rates were 11.7 and 50.0 Bolivars per U.S. Dollar, respectively. Beginning March 31, 2014, certain assets of the Company's Venezuelan subsidiaries were remeasured at the SICAD 2 rate as the Company believed those assets would ultimately be utilized to settle U.S. Dollar denominated liabilities using SICAD 2. Remaining net monetary assets were remeasured at the SICAD 1 rate, as the Company believed SICAD 1 would be applicable for future transactions, and dividend remittances, if any, from the Company's Venezuelan subsidiaries. During the three months ended June 30, 2014, certain transactions pending approval at the official rate of 6.3 Bolivars per U.S. Dollar were approved, resulting in foreign exchange gains. As a result of the remeasurement at the SICAD 1 and SICAD 2 rates and foreign exchange gains resulting from certain transactions approved at the official rate during the nine months ended September 30, 2014, a net pre-tax loss of $18.0 million ($14.0 million after-tax) was recognized in net investment and other expense, of which $6.0 million was included in loss attributable to noncontrolling interests.

In February 2015, the Venezuelan government discontinued the SICAD 2 rate and introduced a new currency exchange rate mechanism ("SIMADI"). As of February 28, 2015, monetary assets and liabilities of the Company's Venezuelan subsidiaries were remeasured at the SIMADI rate as the Company believed the SIMADI was the exchange rate mechanism most likely to be available to the Company's Venezuelan subsidiaries to settle U.S. Dollar denominated transactions. As of March 31, 2015, the SIMADI rate was 193 Bolivars per U.S. Dollar.

As a result of the remeasurement at the SIMADI rate and the related impact of the devaluation, during the nine months ended September 30, 2015, a pre-tax loss of $30.3 million ($27.5 million after-tax) was recognized in net investment and other expense, of which $10.5 million was included in loss attributable to noncontrolling interests.

16. New Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. 2015-03 “Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs” (“ASU 2015-03”), which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the carrying value of the associated debt. ASU 2015-03 requires retrospective application and represents a change in accounting principle. In August 2015, the FASB issued Accounting Standards Update No. 2015-15 “Interest—Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements” (“ASU 2015-15”). ASU 2015-15 allows for the presentation of debt issuance costs as an asset regardless of whether or not there is an outstanding balance on the line-of-credit arrangement. ASU 2015-03 and ASU 2015-15 become effective on January 1, 2016 and early adoption of the standards is permitted. The Company plans to adopt the standards in the fourth quarter of 2015. Based on the balances as of September 30, 2015, the adoption will require the Company to reclassify $26.8 million of unamortized debt issuance costs from "Other noncurrent assets" to "Long-term debt."

In May 2014, the FASB issued Accounting Standards Update No. 2014-09 “Revenue from Contracts with Customers (Topic 606)” (“ASU 2014-09”), which outlines a single comprehensive model for entities to use in accounting for revenue using a five-step process that supersedes virtually all existing revenue guidance. ASU 2014-09 also requires additional quantitative and qualitative disclosures. In August 2015, the FASB issued Accounting Standards Update No. 2015-14 “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date” (“ASU 2015-14”), which defers the effective date of ASU 2014-09 to January 1, 2018. Early adoption of ASU 2014-09 is permitted in the first quarter of 2017, however the Company plans to adopt the standard in the first quarter of 2018. The standard allows the option of either a full retrospective adoption, meaning the standard is applied to all periods presented, or a modified retrospective adoption, meaning the standard is applied only to the most current period. The Company is evaluating the impact of the provisions of ASU 2014-09 and currently anticipates applying the modified retrospective approach when adopting the standard.

The following recently issued standards are not expected to have a material impact on the Company’s Consolidated Financial Statements:

- Accounting Standards Update No. 2015-16 “Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments”
- Accounting Standards Update No. 2015-12 “Plan Accounting (Topics 960, 962, and 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient”
- Accounting Standards Update No. 2015-11 “Inventory (Topic 330): Simplifying the Measurement of Inventory”
- Accounting Standards Update No. 2015-07 “Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)”
- Accounting Standards Update No. 2015-05 “Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement”
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Accounting Standards Update No. 2015-04 “Compensation—Retirement Benefits (Topic 715): Practical Expedient for the Measurement Date of an Employer’s Defined Benefit Obligation and Plan Assets”

- Accounting Standards Update No. 2015-02 “Consolidation (Topic 810): Amendments to the Consolidation Analysis”
- Accounting Standards Update No. 2015-01 “Income Statement—Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items”
- Accounting Standards Update No. 2014-16 “Derivatives and Hedging (Topic 815): Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity”
- Accounting Standards Update No. 2014-15 “Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern”
- Accounting Standards Update No. 2014-12 “Compensation—Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period”

The following standards were effective for and adopted by the Company in 2015. The adoption of these standards did not have a material impact on the Company’s consolidated financial position, results of operations or cash flows:

- Accounting Standards Update No. 2015-10 “Technical Corrections and Improvements: Amendments to the FASB Accounting Standards Codification”
- Accounting Standards Update No. 2015-08 “Business Combinations (Topic 805): Pushdown Accounting—Amendments to SEC Paragraphs Pursuant to Staff Accounting Bulletin No. 115”
- Accounting Standards Update No. 2014-08 “Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity”
- Accounting Standards Update No. 2014-01 “Investments—Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects”

Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

Company Overview

R.R. Donnelley & Sons Company ("RR Donnelley," the "Company," "we," "us," and "our"), a Delaware corporation, helps organizations communicate more effectively by working to create, manage, produce, distribute and process content on behalf of our customers. The Company assists customers in developing and executing multichannel communication strategies that engage audiences, reduce costs, drive revenues and increase compliance. R.R. Donnelley's innovative technologies enhance digital and print communications to deliver integrated messages across multiple media to highly targeted audiences at optimal times for clients in virtually every private and public sector. Strategically located operations provide local service and responsiveness while leveraging the economic, geographic and technological advantages of a global organization.

Segment Descriptions

The Company's segments and their product and service offerings are summarized below:

Publishing and Retail Services

The Publishing and Retail Services segment's primary product offerings include magazines, catalogs, retail inserts, books, directories and packaging.

Variable Print

The Variable Print segment includes the Company's U.S. short-run and transactional printing operations. This segment's primary product offerings include commercial and digital print, office products, direct mail, labels, statement printing, forms and packaging.

Strategic Services

The Strategic Services segment includes the Company's logistics services, financial print products and related services, print management offerings, digital and creative solutions and publishing services.

International

The International segment includes the Company's non-U.S. printing operations in Asia, Europe, Latin America and Canada. This segment's primary product and service offerings include magazines, catalogs, retail inserts, books, directories, direct mail, packaging, forms, labels, manuals, statement printing, commercial and digital print, logistics services and digital and creative solutions. Additionally, this segment includes the Company's business process outsourcing and Global Turnkey Solutions operations. Business process outsourcing provides transactional print and outsourcing services, statement printing, direct mail and print management offerings through its operations in Europe, Asia and North America. Global Turnkey Solutions provides outsourcing capabilities, including product configuration, customized kitting and order fulfillment for technology, medical device and other companies around the world through its operations in Europe, North America and Asia.

Corporate

Corporate consists of unallocated selling, general and administrative activities and associated expenses including, in part, executive, legal, finance, communications, certain facility costs and LIFO inventory provisions. In addition,

certain costs and earnings of employee benefit plans, such as pension and other postretirement benefits plan expense and share-based compensation, are included in Corporate and not allocated to the operating segments. Corporate also manages the Company's cash pooling structures, which enables participating international locations to draw on the Company's overseas cash resources to meet local liquidity needs.

Products and Services

The Company separately reports its net sales, related costs of sales and gross profit for its product and service offerings. The Company's product offerings primarily consist of magazines, catalogs, retail inserts, commercial and digital print, books, financial print, statement printing, direct mail, labels, office products, packaging, forms, manuals and other related products procured through the Company's print management offering and directories. The Company's service offerings primarily consist of logistics, EDGAR-related and eXtensible Business Reporting Language ("XBRL") financial services, certain business outsourcing services and digital and creative solutions.

Proposed Spinoff Transactions

On August 4, 2015, the Company announced that its Board of Directors intends to create three independent public companies: (i) a financial communications services company with estimated 2014 net sales of approximately $1 billion (the “Financial Services Company”), (ii) a publishing and retail-centric print services company with estimated 2014 net sales of approximately $3.6 billion (the “Publishing and Retail Services Company”), and (iii) a multichannel communications management company with estimated 2014 net sales of approximately $7 billion (the “Multichannel Communications Management Company”). The Financial Services Company is expected to consist of the Company’s current financial reporting unit of the Company’s Strategic Services segment. The Publishing and Retail Services Company is expected to consist of the Company’s current Publishing and Retail Services segment as well as the office products reporting unit from the Company’s Variable Print segment, the Europe reporting unit of the Company’s International segment and certain Mexican operations currently within the Latin America reporting unit of the Company’s International segment. The Multichannel Communications Management Company is expected to consist of the current Variable Print segment except for the office products reporting unit that will become part of the Publishing and Retail Services Company, the logistics, sourcing, and digital and creative solutions reporting units within the current Strategic Services segment, and the current International segment except for the Europe reporting unit and certain Mexican operations that will become part of the Publishing and Retail Services Company. The transaction is expected to take the form of a tax-free distribution to RR Donnelley shareholders of shares of stock in two new, independent, publicly traded companies, the Financial Services Company and the Publishing and Retail Services Company.

The transactions are subject to customary conditions, including obtaining rulings from the Internal Revenue Service and/or tax opinions, execution of inter-company agreements and final approval by the Company’s Board of Directors. The Company expects to complete the transactions prior to the end of 2016, but there can be no assurance that the transactions will be completed on the anticipated timeline or at all or that the terms of the transactions will not change. See “Part II, Item 1A – Risk Factors” for certain risk factors relating to the proposed transactions. The disclosures within this Management Discussion and Analysis of Financial Condition and Results of Operations are on a consolidated Company basis, reflect the Company’s current operating and management structure, and do not take into account the proposed transactions.

Upon separation, the historical results of the Financial Services Company and the Publishing and Retail Services Company will be presented as discontinued operations.

Business Acquisitions and Dispositions

On June 8, 2015, the Company acquired Courier Corporation (“Courier”), a leader in digital printing and publishing primarily in the United States, specializing in educational, religious and trade books.

On April 29, 2015, the Company sold its 50.1% interest in its Venezuelan operating entity.

On March 25, 2014, the Company acquired substantially all of the North American operations of Esselte Corporation (“Esselte”), a developer and manufacturer of nationally branded and private label office and stationery products. On March 10, 2014, the Company acquired the assets of MultiCorpora R&D Inc. and MultiCorpora International Inc. (together “MultiCorpora”). On January 31, 2014, the Company acquired Consolidated Graphics, Inc. (“Consolidated Graphics”), a provider of digital and commercial printing, fulfillment services, print management and proprietary Internet-based technology solutions, with operations in North America, Europe and Asia.

On August 15, 2014, the Company sold the assets and liabilities of Journalism Online, LLC (“Journalism Online”), a provider of online subscription management services. On August 11, 2014, the Company’s subsidiary, RR Donnelley

Argentina S.A. (“RRDA”), filed for bankruptcy liquidation in bankruptcy court in Argentina. On February 7, 2014, the Company sold the assets and liabilities of Office Tiger Global Real Estate Services Inc. (“GRES”), its commercial and residential real estate advisory services business.

For further information on the above acquisitions and dispositions, see Note 2, Acquisitions and Dispositions, to the Condensed Consolidated Financial Statements.

Executive Overview

Third Quarter Overview

Net sales decreased by $129.8 million, or 4.4%, for the third quarter of 2015 compared to the same period in the prior year. On a proforma basis, the Company’s net sales decreased by approximately $212.6 million, or 7.0%, (see Note 2, Acquisitions and Dispositions, to the Condensed Consolidated Financial Statements). There was a $66.2 million, or 2.3%, decrease due to foreign exchange rates. In addition to the impact of foreign exchange rates, the net sales decrease was due to volume declines in the Variable Print segment, volume declines and decreases in pass-through paper sales in the Publishing and Retail Services segment and a $25.7 million, or 0.9% decrease, due to the sale of the Company’s Venezuelan operating entity. The decreases were partially offset by the acquisition of Courier and increases in volume in the Strategic Services segment.

Net cash provided by operating activities for the nine months ended September 30, 2015 was $204.2 million as compared to $253.9 million for the nine months ended September 30, 2014. The decrease in net cash provided by operating activities reflected the timing of customer and supplier payments and higher payments for taxes and incentive compensation costs, partially offset by lower pension and other postretirement benefit plan contributions.

The Company continues to take actions across all platforms to reduce its cost structure and enhance productivity. During the nine months ended September 30, 2015, the Company realized cost savings from restructuring activities, including the reorganization of administrative and support functions across all segments as well as continuing facility consolidations and reorganizations across platforms. Additionally, cost savings were realized as a result of synergies from the acquisitions of Consolidated Graphics, Esselte and Courier and lower incentive compensation expense.

Financial Performance: Three Months Ended September 30, 2015

The changes in the Company's income from operations, operating margin, net earnings attributable to RR Donnelley common shareholders and net earnings attributable to RR Donnelley common shareholders per diluted share for the three months ended September 30, 2015, from the three months ended September 30, 2014, were due to the following:

	Income from Operations	Operating Margin	Net Earnings Attributable to RR Donnelley Common Shareholders	Net Earnings Attributable to RR Donnelley Shareholders Per Diluted Share
	(in millions, except margin and per share data)			
For the three months ended September 30, 2014	$173.7	5.9 %	$ 62.2	$ 0.31
2015 restructuring, impairment and other charges - net	(52.9)	(1.9%)	(41.0)	(0.20)
2014 restructuring, impairment and other charges - net	19.9	0.7 %	9.8	0.05
Purchase accounting inventory adjustment	(6.7)	(0.2%)	(4.3)	(0.02)
Spinoff-related transaction expenses	(6.7)	(0.2%)	(4.4)	(0.02)
Acquisition-related expenses	(0.3)	(0.0%)	(0.2)	(0.00)
Loss on bankruptcy of subsidiary	—	—	14.2	0.07
Net gain on disposals of businesses	—	—	(6.8)	(0.03)
Net loss on investments	—	—	(4.7)	(0.02)
Gain-net on bargain purchase	—	—	1.0	0.00
Venezuela currency remeasurement	—	—	0.4	0.00
Income tax adjustment	—	—	(9.0)	(0.04)
Operations	(3.7)	0.1 %	(2.9)	(0.03)
For the three months ended September 30, 2015	$123.3	4.4 %	$ 14.3	$ 0.07

2015 restructuring, impairment and other charges - net: included pre-tax charges of $18.8 million for employee termination costs; $18.0 million for the impairment of goodwill in the Europe and Latin America reporting units, respectively, within the International segment; $7.9 million for net impairment charges of other long-lived assets, primarily for buildings and machinery and equipment associated with facility closures; $4.6 million of lease termination and other restructuring costs; $2.3 million for the impairment of intangibles in the Latin America reporting unit within the International segment; and $1.3 million of other charges for multi-employer pension plan

withdrawal obligations unrelated to facility closures.

2014 restructuring, impairment and other charges - net: included $9.7 million for other estimated charges related to the decision to withdraw from certain multi-employer pension plans serving facilities that are currently operating; $5.1 million of lease termination and other restructuring costs; $4.8 million for employee termination costs; and $0.3 million for impairment of other long-lived assets, primarily for buildings and machinery and equipment associated with facility closures.

Purchase accounting inventory adjustment: included pre-tax charges of $6.7 million ($4.3 million after-tax) as a result of an inventory purchase accounting adjustment for Courier for the three months ended September 30, 2015.

Spinoff-related transaction expenses: included pre-tax charges of $6.7 million ($4.4 million after-tax) related to consulting, tax advice, legal and other expenses for the three months ended September 30, 2015 associated with the proposed spinoff transactions.

Acquisition-related expenses: included pre-tax charges of $0.3 million ($0.2 million after-tax) related to legal, accounting and other expenses for the three months ended September 30, 2015 associated with completed or contemplated acquisitions.

Loss on bankruptcy of subsidiary: included a pre-tax loss of $16.4 million ($14.2 million after-tax) for the three months ended September 30, 2014 as a result of the bankruptcy liquidation of RRDA, a subsidiary of RR Donnelley.

Net gain on disposals of businesses: net pre-tax gain of $11.1 million ($6.8 million after-tax) on the sale of Journalism Online and GRES for the three months ended September 30, 2014.

Net loss on investments: included a pre-tax loss of $2.8 million ($2.8 million after-tax) for the three months ended September 30, 2015 resulting from the impairment of the Company's investment in the Brazilian operations of Courier. The three months ended September 30, 2014 included a pre-tax gain of $3.0 million ($1.9 million after-tax) resulting from the sale of the Company's shares of a previously impaired equity investment.

Gain-net on bargain purchase adjustment: acquisition of Esselte resulted in a pre-tax reduction of $1.0 million ($1.0 million after-tax) in the previously recorded gain for the three months ended September 30, 2014 as a result of finalizing the purchase price allocation.

Venezuela currency remeasurement: currency remeasurement in Venezuela resulted in a net pre-tax gain of $0.6 million ($0.0 million after-tax), of which $0.4 million was included in loss attributable to noncontrolling interests for the three months ended September 30, 2014.

Income tax adjustment: tax expense of $9.0 million was recorded due to the receipt of an unfavorable court decision relating to payment of prior year taxes in the International segment for the three months ended September 30, 2015.

Operations: reflected volume declines in the Variable Print and Publishing and Retail Services segments and price pressures, partially offset by cost control initiatives, an increase in volume due to the acquisition of Courier and lower incentive compensation and workers' compensation expense. See further details in the review of operating results by segment that follows below.

Financial Performance: Nine Months Ended September 30, 2015

The changes in the Company's income from operations, operating margin, net earnings attributable to RR Donnelley common shareholders and net earnings attributable to RR Donnelley common shareholders per diluted share for the nine months ended September 30, 2015, from the nine months ended September 30, 2014, were due to the following:

	Income from Operations	Operating Margin	Net Earnings Attributable to RR Donnelley Common Shareholders	Net Earnings Attributable to RR Donnelley Shareholders Per Diluted Share
	(in millions, except margin and per share data)			
For the nine months ended September 30, 2014	$447.9	5.2 %	$ 97.9	$ 0.49
2015 restructuring, impairment and other charges - net	(104.9)	(1.3 %)	(65.3)	(0.32)
2014 restructuring, impairment and other charges - net	87.9	1.0 %	55.1	0.28
Spinoff-related transaction expenses	(6.7)	(0.1 %)	(4.4)	(0.02)
Acquisition-related expenses	(5.9)	(0.1 %)	(6.7)	(0.04)
Purchase accounting inventory adjustments	4.4	0.1 %	2.7	0.02

Loss on debt extinguishment	—	—	49.8	0.25
Net loss on disposals of businesses	—	—	(22.1)	(0.11)
Loss on bankruptcy of subsidiary	—	—	14.2	0.07
Gain on bargain purchase	—	—	(9.5)	(0.05)
Venezuela currency remeasurement	—	—	(9.0)	(0.04)
Net loss on investments	—	—	(2.1)	(0.01)
Income tax adjustment	—	—	(9.0)	(0.04)
Operations	(26.1)	0.0%	(11.5)	(0.09)
For the nine months ended September 30, 2015	$396.6	4.8%	$ 80.1	$ 0.39

2015 restructuring, impairment and other charges - net: included pre-tax charges of $39.8 million for employee termination costs; $23.1 million of other charges, primarily for integration charges related to the Courier acquisition; $18.0 million for the impairment of goodwill in the Europe and Latin America reporting units, respectively, within the International segment; $13.0 million of lease termination and other restructuring costs; $8.7 million for net impairment charges of other long-lived assets, primarily for buildings and machinery and equipment associated with facility closures; and $2.3 million for the impairment of intangibles in the Latin America reporting unit within the International segment.

2014 restructuring, impairment and other charges - net: included pre-tax charges of $34.0 million related to the decision to withdraw from multi-employer pension plans serving facilities that are currently operating; $27.8 million for employee termination costs; and $16.0 million of lease termination and other restructuring costs, including charges related to multi-employer pension plan withdrawal obligations as a result of facility closures; and $10.1 million for impairment of other long-lived assets, primarily for buildings and machinery and equipment associated with facility closures.

Spinoff-related transaction expenses: included pre-tax charges of $6.7 million ($4.4 million after-tax) related to consulting, tax advice, legal and other expenses for the nine months ended September 30, 2015 associated with the proposed spinoff transactions.

Acquisition-related expenses: included pre-tax charges of $14.1 million ($13.4 million after-tax) related to legal, accounting and other expenses for the nine months ended September 30, 2015 associated with completed or contemplated acquisitions. For the nine months ended September 30, 2014, these pre-tax charges were $8.2 million ($6.7 million after-tax) for acquisitions completed or contemplated.

Purchase accounting inventory adjustments: included pre-tax charges of $9.9 million ($6.4 million after-tax) for the nine months ended September 30, 2015 as a result of inventory purchase accounting adjustments for Courier. For the nine months ended September 30, 2014, these pre-tax charges were $14.3 million ($9.1 million after-tax) as a result of inventory purchase accounting adjustments for Consolidated Graphics and Esselte.

Loss on debt extinguishment: included a pre-tax loss of $77.1 million ($49.8 million after-tax) for the nine months ended September 30, 2014, related to the premiums paid, unamortized debt issuance costs and other expenses due to the repurchase of $211.1 million of the 8.25% senior notes due March 15, 2019, $100.0 million of the 7.25% senior notes due May 15, 2018 and $50.0 million of the 7.625% senior notes due June 15, 2020.

Net loss on disposals of businesses: included a pre-tax loss of $15.7 million ($15.7 million after-tax) for the nine months ended September 30, 2015, primarily related to the disposal of the Venezuelan operating entity in the International segment. For the nine months ended September 30, 2014, these pre-tax charges included a gain on the sale of Journalism Online of $11.2 million ($6.9 million after-tax) offset by a loss on the disposal of GRES in the International segment of $0.8 million ($0.5 million after-tax).

Loss on bankruptcy of subsidiary: included a pre-tax loss of $16.4 million ($14.2 million after-tax) for the nine months ended September 30, 2014 as a result of the bankruptcy liquidation of RRDA, a subsidiary of RR Donnelley.

Gain on bargain purchase: acquisition of Esselte resulted in a pre-tax gain of $9.5 million ($9.5 million after-tax) for the nine months ended September 30, 2014.

Venezuela currency remeasurement: currency remeasurement in Venezuela and the related impact of the devaluation resulted in a pre-tax loss of $30.3 million ($27.5 million after-tax) for the nine months ended September 30, 2015, of which $10.5 million was included in loss attributable to noncontrolling interests. For the nine months ended

September 30, 2014, currency remeasurement in Venezuela resulted in a pre-tax loss, net of foreign exchange gains, of $18.0 million ($14.0 million after-tax), of which $6.0 million was included in loss attributable to noncontrolling interests.

Net loss on investments: included a pre-tax gain of $3.9 million ($2.6 million after-tax) resulting from the sale of one of the Company's affordable housing investments and a pre-tax loss of $2.8 million ($2.8 million after-tax) resulting from the impairment of the Company's investment in the Brazilian operations of Courier during the nine months ended September 30, 2015. The nine months ended September 30, 2014 included a pre-tax gain of $3.0 million ($1.9 million after-tax) resulting from the sale of the Company's shares of a previously impaired equity investment.

Income tax adjustment: tax expense of $9.0 million was recorded due to the receipt of an unfavorable court decision relating to payment of prior year taxes in the International segment for the nine months ended September 30, 2015.

Operations: reflected volume declines in the Publishing and Retail Services segment, price pressures and wage and other inflation in the International segment, partially offset by cost control initiatives resulting from the integration of Consolidated Graphics and Esselte and the reorganization of certain operations, an increase in volume due to the acquisitions of Consolidated Graphics and Esselte, lower incentive compensation expense and lower depreciation and amortization expense. See further details in the review of operating results by segment that follows below.

OUTLOOK

Competition and Strategy

Technological changes, including the electronic distribution of documents and data, online distribution and hosting of media content, and advances in digital printing, print-on-demand and Internet technologies, continue to impact the market for the Company’s products and services. One of the Company’s competitive strengths is that it offers a wide array of communications products and services, including print, which provide differentiated solutions for its customers. The Company works with its customers to create, manage, deliver and optimize their multi-channel communications strategies. The Company has and will continue to develop and expand its creative and design, content management, digital and print production, supply chain management and distribution services to address its customers’ evolving needs while supporting the strategic objective of becoming a leading global provider of integrated communication services.

The print and related services industry, in general, continues to have excess capacity and remains highly competitive. Despite consolidation in recent years, the industry remains highly fragmented. Across the Company’s range of products and services, competition is based primarily on price in addition to quality and the ability to service the special needs of customers. Management expects that prices for the Company’s products and services will continue to be a focal point for customers in coming years. Therefore, the Company believes it needs to continue to lower its cost structure and continue to differentiate its product and service offerings.

The impact of digital technologies has been felt in many print products. Electronic communication and transaction technology has eliminated or reduced the role of many traditional printed products and has continued to drive electronic substitution in directory and statement printing, in part driven by environmental concerns and cost pressures at key customers. In addition, e-book substitution is having a smaller yet continuing impact on consumer print book volume, though adoption rates are stabilizing, and there has been a limited impact on educational and specialty books. Digital technologies have also impacted printed magazines, as some advertiser spending has moved from print to electronic media. The future impact of technology on the Company’s business is difficult to predict and could result in additional expenditures to restructure impacted operations or develop new technologies. In addition, the Company has made targeted acquisitions and investments to offer customers innovative services and solutions that further secure the Company’s position as a technology leader in the industry.

The acquisitions of Courier, Consolidated Graphics, Esselte and MultiCorpora support the Company’s strategic objective of generating profitable growth and improved cash flow and liquidity through targeted acquisitions. These acquisitions have enhanced the Company’s existing capabilities and ability to serve its customers and have provided cost savings through the combination of best practices, complementary products and manufacturing and distribution capabilities.

The Company has implemented a number of strategic initiatives to reduce its overall cost structure and improve efficiency, including the restructuring, reorganization and integration of operations and streamlining of administrative and support activities. Future cost reduction initiatives could include the reorganization of operations and the consolidation of facilities. Implementing such initiatives might result in future restructuring or impairment charges, which may be substantial. Management also reviews the Company’s operations and management structure on a regular

basis to balance appropriate risks and opportunities to maximize efficiencies and to support the Company's long-term strategic goals.

Seasonality

Advertising and consumer spending trends affect demand in several of the end-markets served by the Company. Historically, demand for printing of magazines, catalogs, retail inserts and books is higher in the second half of the year driven by increased advertising pages within magazines, and holiday volume in catalogs, retail inserts and books. Partially offsetting this pattern, demand for financial print and related services is typically stronger in the first half of the year due to annual compliance requirements. As a result of the acquisition of Consolidated Graphics, which provides significant campaign-related printed products, quarterly and annual results may also be impacted by U.S. election cycles. These typical seasonal patterns can be impacted by overall trends in the U.S. and world economy. The Company expects the seasonality impact in 2015 and future years to be in line with historical patterns.

Raw Materials

The primary raw materials the Company uses in its print businesses are paper and ink. The Company negotiates with leading suppliers to maximize its purchasing efficiencies and uses a wide variety of paper grades, formats, ink formulations and colors. In addition, a substantial amount of paper used by the Company is supplied directly by customers. Variations in the cost and supply of certain paper grades and ink formulations used in the manufacturing process may affect the Company's consolidated financial results. Paper prices fluctuated during the first nine months of 2015, and volatility in the future is expected. Generally, customers directly absorb the impact of changing prices on customer-supplied paper. With respect to paper purchased by the Company, the Company has historically passed most changes in price through to its customers. Contractual arrangements and industry practice should support the Company's continued ability to pass on any future paper price increases, but there is no assurance that market conditions will continue to enable the Company to successfully do so. Management believes that the paper supply is consolidating, and there may be shortfalls in the future in supplies necessary to meet the demands of the entire marketplace. Higher paper prices and tight paper supplies may have an impact on customers' demand for printed products. The Company has undertaken various strategic initiatives to mitigate any foreseeable supply disruptions with respect to the Company's ink requirements. The Company also resells waste paper and other print-related by-products and may be impacted by changes in prices for these by-products.

The Company continues to monitor the impact of changes in the price of crude oil and other energy costs, which impact the Company's ink suppliers, logistics operations and manufacturing costs. Crude oil and energy prices continue to be volatile. The Company believes its logistics operations will continue to be able to pass a substantial portion of any increases in fuel prices directly to its customers in order to offset the impact of related cost increases. Decreases in fuel prices are also passed on to customers which negatively impacts sales. The Company generally cannot pass on to customers the impact of higher energy prices on its manufacturing costs. However, the Company enters into fixed price contracts for a portion of its natural gas purchases to mitigate the impact of changes in energy prices. The Company cannot predict sudden changes in energy prices and the impact that possible future changes in energy prices might have upon either future operating costs or customer demand and the related impact either will have on the Company's consolidated annual results of operations, financial position or cash flows.

Distribution

The Company's products are distributed to end-users through the U.S. or foreign postal services, through retail channels, electronically or by direct shipment to customer facilities. Through its logistics operations, the Company manages the distribution of most customer products printed by the Company in the U.S. and Canada to maximize efficiency and reduce costs for customers.

Postal costs are a significant component of many customers' cost structures and postal rate changes can influence the number of pieces that the Company's customers are willing to print and mail. Under the 2006 Postal Accountability and Enhancement Act, it had been anticipated that postage would increase annually by an amount equal to or slightly less than the Consumer Price Index (the "CPI"). However, on December 24, 2013, the Postal Regulatory Commission (the "PRC") approved the United States Postal Service ("USPS") Board of Governors' request under the Exigency Provision in the applicable law for price increases of 4.3%. The exigent rate increase was approved as a surcharge in addition to a 1.7% rate increase, equal to the CPI, for total price increases of 6.0%, on average, across all significant mail categories, effective January 26, 2014. On January 15, 2015, the USPS filed for a CPI rate increase of approximately 2.0%, which was approved by the PRC on May 7, 2015, and became effective May 31, 2015. Plans to phase-out the 2014 exigent price increase have been developed by the USPS, but remain subject to approval by the PRC. As a leading provider of print logistics and among the largest mailers of standard mail in the U.S., the Company works closely with its customers and the USPS to offer innovative products and mail preparation services to minimize postage costs. While the Company does not directly absorb the impact of higher postal rates on its customers' mailings,

demand for products distributed through the U.S. or foreign postal services has been negatively impacted by increases in postal rates. The impact to the Company of the USPS's restructuring plans, many of which require legislative action, cannot currently be estimated. Mail delivery services through the USPS accounted for approximately 41% of the Company's logistics revenues during the nine months ended September 30, 2015.

Goodwill Impairment Assessment

The Company performs its goodwill impairment tests annually as of October 31, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. As part of its interim review for indicators of impairment, management analyzed potential changes in value of individual reporting units with goodwill based on each reporting unit's operating results for the nine months ended September 30, 2015 compared to expected results. In addition, management considered how other key assumptions, including discount rates and expected long-term growth rates, used in the last fiscal year's impairment analysis, could be impacted by changes in market conditions and economic events.

Management considered trends in these factors when performing its assessment of whether an interim impairment review was required for any reporting unit. During the third quarter of 2015, the Company recognized non-cash charges of $13.7 million and $4.3 million for the impairment of goodwill in the Europe and Latin America reporting units, respectively, both of which are within the International segment. The goodwill impairment charge in the Europe reporting unit was due to the announced reorganization of certain operations which resulted in a reduction in the estimated fair value of the reporting unit based on lower expectations of future revenue, profitability and cash flows as compared to the expectations as of the October 31, 2014 annual goodwill impairment test. As of September 30, 2015, the Europe and Latin America reporting units had no remaining goodwill. Based on the interim assessment, management concluded that other than the goodwill impairment recognized in the Europe and Latin America reporting units, as of September 30, 2015, no events or changes in circumstances indicated that it was more likely than not that the fair value for any reporting unit had declined below its carrying value. Nevertheless, significant changes in economic and market conditions could result in changes to expectations of future financial results and key valuation assumptions. Such changes could result in revisions of management's estimates of the fair value of the Company's reporting units and could result in a material impairment of goodwill as of October 31, 2015, the Company's next annual measurement date.

The digital and creative solutions reporting unit has been impacted by a decline in expected full year net sales primarily as the result of the bankruptcy of two premedia services customers. Further negative developments having a significant impact on the estimated fair value of the reporting unit could result in future goodwill impairment charges. As of the October 31, 2014 annual goodwill impairment test, the digital and creative solutions reporting unit's estimated fair value exceeded book value by approximately 29.4%. As of September 30, 2015, $25.5 million of goodwill was allocated to the digital and creative solutions reporting unit, which is included within the Strategic Services segment.

Pension and Other Postretirement Benefit Plans

The funded status of the Company's pension and other postretirement benefits plans is dependent upon many factors, including returns on invested assets and the level of certain market interest rates. Market conditions may lead to changes in the discount rates (used to value the year-end benefit obligations of the plans) and the market value of the securities held by the plans, which could significantly increase or decrease the funded status of the plans. The Company reviews its actuarial assumptions on an annual basis as of December 31. Based on current estimates, the Company expects to make cash contributions of approximately $25.0 million to $30.0 million to its pension and other postretirement benefits plans for the full year 2015, of which $19.8 million has been contributed during the nine months ended September 30, 2015.

Financial Review

In the financial review that follows, the Company discusses its consolidated results of operations, financial position, cash flows and certain other information. This discussion should be read in conjunction with the Company's Condensed Consolidated Financial Statements and related notes.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015 AS COMPARED TO THE THREE MONTHS ENDED SEPTEMBER 30, 2014

The following table shows the results of operations for the three months ended September 30, 2015 and 2014, which reflects the results of acquired businesses from the relevant acquisition dates:

	Three Months Ended September 30,			
	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Products net sales	$2,359.0	$2,480.7	$(121.7)	(4.9%)
Services net sales	469.0	477.1	(8.1)	(1.7%)
Total net sales	2,828.0	2,957.8	(129.8)	(4.4%)
Products cost of sales (exclusive of depreciation and amortization)	1,844.8	1,942.1	(97.3)	(5.0%)
Services cost of sales (exclusive of depreciation and amortization)	363.3	368.1	(4.8)	(1.3%)
Total cost of sales	2,208.1	2,310.2	(102.1)	(4.4%)
Products gross profit	514.2	538.6	(24.4)	(4.5%)
Services gross profit	105.7	109.0	(3.3)	(3.0%)
Total gross profit	619.9	647.6	(27.7)	(4.3%)
Selling, general and administrative expenses (exclusive of depreciation and amortization)	328.4	334.4	(6.0)	(1.8%)
Restructuring, impairment and other charges-net	52.9	19.9	33.0	165.8%
Depreciation and amortization	115.3	119.6	(4.3)	(3.6%)
Income from operations	$123.3	$173.7	$(50.4)	(29.0%)

Consolidated

Net sales of products for the three months ended September 30, 2015 decreased $121.7 million, or 4.9%, to $2,359.0 million versus the same period in 2014, including a $56.7 million, or 2.4%, decrease due to changes in foreign exchange rates. Net sales of products decreased due to lower volume in the Variable Print and Publishing and Retail Services segments, a decrease of $25.7 million, or 1.0%, due to the sale of the Company's Venezuelan operating entity and a decrease of $21.7 million, or 0.9%, as the result of a decline in pass-through paper sales, partially offset by the acquisition of Courier.

Net sales from services for the three months ended September 30, 2015 decreased $8.1 million, or 1.7%, to $469.0 million versus the same period in 2014, including a $9.5 million, or 2.0%, decrease due to changes in foreign exchange rates. Net sales from services was also impacted by lower volume in the digital and creative solutions reporting unit within the Strategic Services segment, partially offset by higher volume in the logistics reporting unit within the Strategic Services segment.

Products cost of sales decreased $97.3 million, or 0.1% as a percentage of net sales of products for the three months ended September 30, 2015 versus the same period in the prior year. Products cost of sales decreased primarily due to lower volume in the Variable Print and Publishing and Retail Services segments, the sale of the Company's Venezuelan operating entity and cost control initiatives, partially offset by the acquisition of Courier, the impact from the purchase accounting inventory adjustments and wage and other inflation in the International segment.

Services cost of sales decreased $4.8 million, but increased 0.3% as a percentage of net sales from services for the three months ended September 30, 2015 versus the same period in the prior year. Services cost of sales decreased primarily due to lower volume in the digital and creative solutions reporting unit within the Strategic Services segment and cost control initiatives, partially offset by higher volume in the logistics reporting unit within the Strategic Services segment.

Products gross profit decreased $24.4 million to $514.2 million for the three months ended September 30, 2015 versus the same period in 2014 primarily due to lower volume in the Variable Print and Publishing and Retail Services segments, the sale of the Company’s Venezuelan operating entity, price pressures, the impact from the purchase accounting inventory adjustments and wage and other inflation in the International segment, partially offset by the acquisition of Courier and cost control initiatives. Products gross margin increased slightly from 21.7% to 21.8%, reflecting cost control initiatives.

Services gross profit decreased $3.3 million to $105.7 million for the three months ended September 30, 2015 versus the same period in 2014 due to lower volume in the digital and creative solutions reporting unit within the Strategic Services segment, partially offset by favorable mix in the financial and business process outsourcing reporting units within the Strategic Services segment and higher volume in the logistics reporting unit within the Strategic Services segment. Services gross margin decreased from 22.8% to 22.5% reflecting lower volume in the digital and creative solutions reporting unit within the Strategic Services segment.

Selling, general and administrative expenses decreased $6.0 million to $328.4 million, but increased from 11.3% to 11.6% as a percentage of net sales, for the three months ended September 30, 2015 versus the same period in 2014 primarily as a result of lower incentive compensation expense and cost control initiatives, partially offset by the acquisition of Courier and spinoff-related transaction expenses.

For the three months ended September 30, 2015, the Company recorded net restructuring, impairment and other charges of $52.9 million compared to $19.9 million in the same period in 2014. The Company recorded $18.8 million of employee termination costs for 628 employees, of whom 168 were terminated as of September 30, 2015. These charges were primarily due to the announcement of a facility closure in the International segment. Additionally, the Company incurred net impairment charges of $28.2 million, including $18.0 million for the impairment of goodwill in the Europe and Latin America reporting units within the International segment, $7.9 million of impairment charges for other long-lived assets, primarily for buildings and machinery and equipment associated with facility closures and $2.3 million for the impairment of intangibles in the Latin America reporting unit within the International segment for the three months ended September 30, 2015. The Company also recorded lease termination and other restructuring charges of $4.6 million and $1.3 million of other charges related for multi-employer pension plan withdrawal obligations unrelated to facility closures for the three months ended September 30, 2015.

For the three months ended September 30, 2014, the Company recorded net restructuring, impairment and other charges of $19.9 million. In 2014, these charges included $9.7 million of other charges for estimated obligations related to the decision to withdraw from certain multi-employer pension plans. Additionally, the Company incurred lease termination and other restructuring charges of $5.1 million for the three months ended September 30, 2014. The Company also recorded $4.8 million of employee termination costs for 139 employees, substantially all of whom were terminated as of September 30, 2015. These charges were the result of the integration of Consolidated Graphics, including the closure of one Consolidated Graphics facility and the reorganization of certain operations and $0.3 million of impairment charges primarily related to buildings and machinery and equipment associated with facility closures for the three months ended September 30, 2014.

Depreciation and amortization decreased $4.3 million to $115.3 million for the three months ended September 30, 2015 compared to the same period in 2014 primarily due to the impact of changes in foreign exchange rates, partially offset by increases due to the acquisition of Courier. Depreciation and amortization included $20.4 million and $19.9 million of amortization of other intangible assets related to customer relationships, trade names, trademarks, licenses and agreements for the three months ended September 30, 2015 and 2014, respectively.

Income from operations for the three months ended September 30, 2015 was $123.3 million, a decrease of $50.4 million, or 29.0%, compared to the three months ended September 30, 2014. The decrease was due to higher restructuring, impairment and other charges, volume declines in the Variable Print and Publishing and Retail Services segments, price pressures, the impact from the purchase accounting inventory adjustments and spinoff-related transaction expenses, partially offset by cost control initiatives, an increase in volume due to the acquisition of Courier and lower incentive compensation and workers' compensation expense.

	Three Months Ended September 30,			
	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Interest expense-net	$69.0	$71.2	$ (2.2)	(3.1 %)
Investment and other expense-net	3.0	2.0	1.0	50.0 %

Net interest expense decreased by $2.2 million for the three months ended September 30, 2015 versus the same period in 2014, primarily due to a decrease in average outstanding debt.

Net investment and other expense for the three months ended September 30, 2015 and 2014 was $3.0 million and $2.0 million, respectively. For the three months ended September 30, 2015, the Company recorded a loss of $2.8 million for the impairment of the Company’s investment in the Brazilian operations of Courier. For the three months ended September 30, 2014, the Company recorded a loss on the bankruptcy liquidation of RRDA of $16.4 million and a $1.0 million reduction to the previously recorded Esselte bargain purchase gain, partially offset by a gain on the sale of Journalism Online of $11.2 million and a gain of $3.0 million resulting from the sale of the Company’s shares of a previously impaired equity investment.

	Three Months Ended September 30,			
	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Earnings before income taxes	$51.3	$100.5	$(49.2)	(49.0%)
Income tax expense	39.7	35.7	4.0	11.2%
Effective income tax rate	77.4%	35.5%		

The effective income tax rate for the three months ended September 30, 2015 was 77.4% compared to 35.5% in the same period in 2014. Income tax expense for the period ended September 30, 2015 reflects charges for unrecognized tax positions of $9.0 million due to the receipt of an unfavorable court decision relating to payment of prior year taxes in the International segment as well as the impact of the non-deductible goodwill impairment charges.

Income (loss) attributable to noncontrolling interests was a loss of $2.7 million for the three months ended September 30, 2015 and income of $2.6 million for the three months ended September 30, 2014. For the three months ended September 30, 2015, the impairment of the Company's investment in the Brazilian operations of Courier resulted in a loss attributable to noncontrolling interests of $2.6 million.

Net earnings attributable to RR Donnelley common shareholders for the three months ended September 30, 2015 was $14.3 million, or $0.07 per diluted share, compared to $62.2 million, or $0.31 per diluted share, for the three months ended September 30, 2014. In addition to the factors described above, the per share results reflect an increase in weighted average diluted shares outstanding of 8.7 million, primarily as a result of the acquisition of Courier.

Information by Segment

The following tables summarize net sales, income (loss) from operations and certain items impacting comparability within each of the operating segments and Corporate. The descriptions of the reporting units generally reflect the primary products or services provided by each reporting unit. Included in these net sales amounts are sales of other products or services that may be produced within a reporting unit to meet customer needs and improve operating efficiency.

Publishing and Retail Services

	Three Months Ended September 30,	
	2015	2014
	(in millions, except percentages)	
Net sales	$684.9	$681.0

Income from operations	33.4	34.1
Operating margin	4.9 %	5.0 %
Restructuring, impairment and other charges-net	5.8	7.8
Purchase accounting inventory adjustment	5.6	—

	Net Sales for the Three Months Ended September 30,			
Reporting unit	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Magazines, catalogs and retail inserts	$ 358.0	$ 400.4	$ (42.4)	(10.6 %)
Books	294.6	243.3	51.3	21.1 %
Directories	32.3	37.3	(5.0)	(13.4 %)
Total Publishing and Retail Services	$ 684.9	$ 681.0	$ 3.9	0.6 %

Net sales for the Publishing and Retail Services segment for the three months ended September 30, 2015 were $684.9 million, an increase of $3.9 million, or 0.6%, compared to 2014. Net sales increased primarily as a result of the acquisition of Courier, partially offset by a $20.6 million decrease in pass through paper sales in magazines, catalogs and retail inserts, lower volume in magazines, catalogs and retail inserts and lower volume in consumer and educational books. An analysis of net sales by reporting unit follows:

- Magazines, catalogs and retail inserts: Sales declined due to decreases in pass-through paper sales, reduced volume and price pressures.
- Books: Sales increased as the result of the acquisition of Courier, partially offset by reduced volume in consumer and educational books.
- Directories: Sales decreased primarily due to lower volume resulting from electronic substitution and a decrease in pass-through paper sales.

Publishing and Retail Services segment income from operations decreased by $0.7 million for the three months ended September 30, 2015 due to volume declines and price pressures in magazines, catalogs and retail inserts, higher depreciation and amortization expense and a $5.6 million charge resulting from a purchase accounting inventory adjustment, partially offset by the acquisition of Courier and lower restructuring, impairment and other charges. Operating margins decreased from 5.0% for the three months ended September 30, 2014 to 4.9% for the three months ended September 30, 2015. The purchase accounting inventory adjustment reduced margins by 0.8 percentage points, which was partially offset by an improvement of 0.3 percentage points due to lower restructuring, impairment and other charges.

Variable Print

	Three Months Ended September 30,	
	2015	2014
	(in millions, except percentages)	
Net sales	$935.9	$988.1
Income from operations	58.0	68.8
Operating margin	6.2 %	7.0 %
Restructuring, impairment and other charges-net	2.9	8.3

Reporting unit	Net Sales for the Three Months Ended September 30,			
	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Commercial and digital print (a)	$ 409.6	$ 446.7	$ (37.1)	(8.3 %)
Office products	144.0	142.3	1.7	1.2 %
Direct mail (a)	135.8	140.7	(4.9)	(3.5 %)
Labels	106.3	112.0	(5.7)	(5.1 %)
Statement printing	90.6	89.9	0.7	0.8 %
Forms	49.6	56.5	(6.9)	(12.2 %)

Total Variable Print	$ 935.9	$ 988.1	$ (52.2)	(5.3 %)

(a) Certain prior year amounts were restated to conform to the Company's current reporting unit structure.

Net sales for the Variable Print segment for the three months ended September 30, 2015 were $935.9 million, a decrease of $52.2 million, or 5.3%, compared to 2014, including a $4.1 million, or 0.4% decrease due to changes in foreign exchange rates. Net sales decreased primarily due to lower volume in commercial and digital print, lower pass-through postage sales in direct mail and lower volume in forms and labels. An analysis of net sales by reporting unit follows:

- Commercial and digital print: Sales decreased primarily as a result of lower transactional commercial print volume, partially offset by higher in-store marketing materials volume.
- Office products: Sales increased slightly as a result of higher volume in binders, note-taking and filing products.
- Direct mail: Sales decreased as a result of lower pass-through postage sales and lower volume.

· Labels: Sales decreased as a result of lower volume and price pressures.
· Statement printing: Sales increased slightly as a result of higher volume, partially offset by price pressures.
· Forms: Sales decreased due to lower volume.

Variable Print segment income from operations decreased $10.8 million for the three months ended September 30, 2015 mainly due to lower volume in commercial and digital print and price pressures, partially offset by lower restructuring, impairment and other charges, cost control initiatives, primarily resulting from the integration of Consolidated Graphics and Esselte as well as other productivity initiatives, lower depreciation and amortization expense and favorable mix within labels. Operating margins decreased from 7.0% for the three months ended September 30, 2014 to 6.2% for the three months ended September 30, 2015, mainly as a result of price pressures, which was partially offset by lower restructuring, impairment and other charges, which impacted margins favorably by 0.5 percentage points and cost control initiatives, primarily from the continued integration of Consolidated Graphics and Esselte.

Strategic Services

	Three Months Ended September 30,	
	2015	2014
	(in millions, except percentages)	
Net sales	$635.6	$630.7
Income from operations	51.5	56.5
Operating margin	8.1 %	9.0 %
Restructuring, impairment and other charges-net	3.5	1.2
Purchase accounting inventory adjustment	1.1	—

	Net Sales for the Three Months Ended September 30,			
Reporting unit	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Logistics	$ 305.9	$ 300.5	$ 5.4	1.8 %
Financial	219.7	229.0	(9.3)	(4.1 %)
Digital and creative solutions	54.9	51.9	3.0	5.8 %
Sourcing	55.1	49.3	5.8	11.8 %
Total Strategic Services	$ 635.6	$ 630.7	$ 4.9	0.8 %

Net sales for the Strategic Services segment for the three months ended September 30, 2015 were $635.6 million, an increase of $4.9 million, or 0.8%, compared to 2014, including a $3.4 million, or 0.5%, decrease due to changes in foreign exchange rates. Net sales increased primarily due to higher volume in logistics, the acquisition of Courier and higher volume in sourcing, partially offset by a decrease in fuel surcharges in logistics and lower capital markets transaction activity in financial. An analysis of net sales by reporting unit follows:

- Logistics: Sales increased primarily due to higher volume in freight brokerage services and pass-through postage sales, partially offset by a decrease in fuel surcharges and lower volume in print logistics.
- Financial: Sales decreased due to reduced capital markets transactions activity and changes in foreign exchange rates, partially offset by higher volume in compliance products and translation services.
- Digital and creative solutions: Sales increased primarily due to the acquisition of Courier, partially offset by reduced volume as a result of the bankruptcy of two customers and lower volume in prepress and photo services.
- Sourcing: Sales increased primarily due to higher print-management volume in forms.

Strategic Services segment income from operations decreased $5.0 million for the three months ended September 30, 2015, mainly due to unfavorable revenue mix and increased costs of transportation, partially offset by higher volume in logistics, the acquisition of Courier and cost control initiatives. Operating margins decreased from 9.0% to 8.1%, of which 0.4 percentage points were due to higher restructuring, impairment and other charges and 0.2 percentage points were due to a purchase accounting inventory adjustment. Operating margins were also impacted by increased costs of transportation and unfavorable revenue mix, partially offset by cost control initiatives.

International

	Three Months Ended September 30,	
	2015	2014
	(in millions, except percentages)	
Net sales	$571.6	$658.0
(Loss) income from operations	(8.4)	24.7
Operating margin	(1.5%)	3.8%
Restructuring, impairment and other charges-net	39.3	1.9

	Net Sales for the Three Months Ended September 30,			
Reporting unit	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Asia	$ 196.4	$ 205.8	$ (9.4)	(4.6%)
Business process outsourcing	107.8	116.1	(8.3)	(7.1%)
Global Turnkey Solutions	87.2	86.2	1.0	1.2%
Europe	77.7	94.6	(16.9)	(17.9%)
Latin America	59.2	101.4	(42.2)	(41.6%)
Canada	43.3	53.9	(10.6)	(19.7%)
Total International	$ 571.6	$ 658.0	$ (86.4)	(13.1%)

Net sales in the International segment for the three months ended September 30, 2015 were $571.6 million, a decrease of $86.4 million, or 13.1%, compared to the same period in 2014, including a $58.7 million, or 9.3%, decrease due to changes in foreign exchange rates. The net sales decrease was also due to a $25.7 million, or 3.9% decrease as a result of the sale of the Company’s Venezuelan operating entity and lower volume in Asia, partially offset by higher volume in Global Turnkey Solutions. An analysis of net sales by reporting unit follows:

Asia: Sales decreased due to lower volume in labels and books for export and price pressures, partially offset by higher volume in packaging products.
Business process outsourcing: Sales decreased due to changes in foreign exchanges rates and lower pass-through print management volume, partially offset by an increase in volume due to new customers and higher outsourcing volume.
Global Turnkey Solutions: Sales increased slightly due to higher volume primarily related to a new customer, partially offset by changes in foreign exchange rates.
Europe: Sales decreased primarily due to changes in foreign exchange rates, lower volume in directories and price pressures, partially offset by an increase in packaging volume.
Latin America: Sales decreased primarily due to the sale of the Company’s Venezuelan operating entity, changes in foreign exchange rates across the region and the 2014 bankruptcy liquidation of RRDA.
Canada: Sales decreased due to changes in foreign exchange rates and lower volume.

International segment income from operations decreased $33.1 million primarily due to higher restructuring, impairment and other charges, wage inflation in Asia, business process outsourcing and Latin America, price pressures in Asia and the impact of the sale of the Company’s Venezuelan operating entity, partially offset by changes in foreign exchange rates in Asia and cost control initiatives. Operating margins decreased from 3.8% to negative 1.5%. Margins were impacted unfavorably by 6.6 percentage points due to higher restructuring, impairment and other charges, which was partially offset by cost control initiatives.

Corporate

	Three Months Ended September 30, 2015	2014
	(in millions)	
Operating expenses	$11.2	$10.4
Spinoff-related transaction expenses	6.7	—
Restructuring, impairment and other charges-net	1.4	0.7
Acquisition-related expenses	0.3	—

Corporate operating expenses in the three months ended September 30, 2015 were $11.2 million, an increase of $0.8 million compared to the same period in 2014. The increase was driven by spinoff-related transaction expenses and higher healthcare costs, partially offset by lower workers' compensation expense.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015 AS COMPARED TO THE NINE MONTHS ENDED SEPTEMBER 30, 2014

The following table shows the results of operations for the nine months ended September 30, 2015 and 2014, which reflects the results of acquired businesses from the relevant acquisition dates:

	Nine Months Ended September 30,			
	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Products net sales	$6,883.8	$7,147.1	$(263.3)	(3.7%)
Services net sales	1,438.4	1,387.0	51.4	3.7%
Total net sales	8,322.2	8,534.1	(211.9)	(2.5%)
Products cost of sales (exclusive of depreciation and amortization)	5,386.5	5,570.8	(184.3)	(3.3%)
Services cost of sales (exclusive of depreciation and amortization)	1,120.3	1,080.3	40.0	3.7%
Total cost of sales	6,506.8	6,651.1	(144.3)	(2.2%)
Products gross profit	1,497.3	1,576.3	(79.0)	(5.0%)
Services gross profit	318.1	306.7	11.4	3.7%
Total gross profit	1,815.4	1,883.0	(67.6)	(3.6%)
Selling, general and administrative expenses (exclusive of depreciation and amortization)	972.4	990.2	(17.8)	(1.8%)
Restructuring, impairment and other charges-net	104.9	87.9	17.0	19.3%
Depreciation and amortization	341.5	357.0	(15.5)	(4.3%)
Income from operations	$396.6	$447.9	$(51.3)	(11.5%)

Consolidated

Net sales of products for the nine months ended September 30, 2015 decreased $263.3 million, or 3.7%, to $6,883.8 million versus the same period in 2014, including a $159.4 million, or 2.3%, decrease due to changes in foreign exchange rates. Net sales of products decreased due to lower volume in the Publishing and Retail Services segment, a $45.3 million, or 0.6%, decrease due to the impact of the Venezuelan currency devaluation and sale of the Company's Venezuelan operating entity, a $55.9 million, or 0.8%, decrease due to a decline in pass-through paper sales and price pressures, partially offset by the acquisitions of Courier, Esselte and Consolidated Graphics.

Net sales from services for the nine months ended September 30, 2015 increased $51.4 million, or 3.7%, to $1,438.4 million versus the same period in 2014, including a $22.8 million, or 1.6%, decrease due to changes in foreign exchange rates. The increase in net sales from services was primarily due to higher volume in the Strategic Services segment, primarily driven by the logistics reporting unit.

Products cost of sales decreased $184.3 million, but increased 0.3% as a percentage of net sales of products for the nine months ended September 30, 2015 versus the same period in the prior year. Products cost of sales decreased primarily due to lower volume in the Publishing and Retail Services segment, the impact of the Venezuelan currency devaluation and sale of the Company's Venezuelan operating entity and cost control initiatives, partially offset by the acquisitions of Courier, Esselte and Consolidated Graphics and wage and other inflation in the International segment.

Services cost of sales increased $40.0 million, but remained consistent at 77.9% as a percentage of net sales from services for the nine months ended September 30, 2015 versus the same period in the prior year. Services cost of sales increased primarily due to higher volume in the Strategic Services segment driven by the logistics reporting unit and increased transportation costs, partially offset by favorable mix in the financial reporting unit within the Strategic Services segment and cost control initiatives.

Products gross profit decreased $79.0 million to $1,497.3 million for the nine months ended September 30, 2015 versus the same period in 2014 primarily due to volume declines in the Publishing and Retail Services segment, the impact of the Venezuelan currency devaluation and sale of the Company's Venezuelan operating entity, price pressures and wage and other inflation in the International segment, partially offset by the acquisitions of Courier, Consolidated Graphics and Esselte and cost control initiatives. Products gross margin decreased from 22.1% to 21.8%, reflecting price pressures and wage and other inflation in the International segment.

Services gross profit increased $11.4 million to $318.1 million for the nine months ended September 30, 2015 versus the same period in 2014 due to favorable mix in the financial reporting unit within the Strategic Services segment and higher volume in the logistics reporting unit within the Strategic Services segment, partially offset by increased transportation costs. Services gross margin remained consistent at 22.1%.

Selling, general and administrative expenses decreased $17.8 million to $972.4 million, but increased 0.1% as a percentage of net sales, for the nine months ended September 30, 2015 versus the same period in 2014 as lower incentive compensation expense and cost control initiatives were partially offset by the acquisitions of Courier, Consolidated Graphics and Esselte, wage and other inflation in the International segment, spinoff-related transaction expenses and higher acquisition-related expenses.

For the nine months ended September 30, 2015, the Company recorded net restructuring, impairment and other charges of $104.9 million compared to $87.9 million in the same period in 2014. In 2015, these charges included $39.8 million of employee termination costs for 1,829 employees, of whom 1,364 were terminated as of September 30, 2015. These charges were primarily the result of the announcement of one facility closure and the closure of another facility, both in the International segment, one facility closure in the Variable Print segment and the reorganization of certain operations. The Company also recorded $23.1 million of other charges, including integration charges for payments made to certain Courier employees upon the termination of Courier's executive severance plan immediately prior to the acquisition during the second quarter of 2015. The Company also incurred lease termination and other restructuring charges of $13.0 million for the nine months ended September 30, 2015. Additionally, the Company recorded $29.0 million of net impairment charges, including $18.0 million for the impairment of goodwill in the Europe and Latin America reporting units within the International segment, $8.7 million of impairment charges for other long-lived assets, primarily related to buildings and machinery and equipment associated with facility closures and $2.3 million for the impairment of intangibles in the Latin America reporting unit within the International segment for the nine months ended September 30, 2015.

For the nine months ended September 30, 2014, the Company recorded net restructuring, impairment and other charges of $87.9 million. In 2014, these charges included $34.0 million of other charges as a result of its decision to withdraw from certain multi-employer pension plans serving facilities that are currently operating. Additionally, the Company incurred $27.8 million of employee termination costs for 546 employees, substantially all of whom were

terminated as of September 30, 2015. These charges were the result of the integration of Consolidated Graphics, including the closure of seven Consolidated Graphics facilities as well as one additional facility closure within the Variable Print segment, one facility closure in the Publishing and Retail Services segment and the reorganization of certain operations. The Company also recorded lease termination and other restructuring charges of $16.0 million for the nine months ended September 30, 2014, including charges related to multi-employer pension plan withdrawal obligations as a result of facility closures and $10.1 million of impairment charges primarily related to buildings, machinery and equipment and trade names associated with facility closures for the nine months ended September 30, 2014.

Depreciation and amortization decreased $15.5 million to $341.5 million for the nine months ended September 30, 2015 compared to the same period in 2014 primarily due to the impact of changes in foreign exchange rates, partially offset by increases due to the acquisitions of Courier, Consolidated Graphics and Esselte. Depreciation and amortization included $58.6 million and $58.7 million of amortization of other intangible assets related to customer relationships, trade names, trademarks, licenses and agreements for the nine months ended September 30, 2015 and 2014, respectively.

Income from operations for the nine months ended September 30, 2015 was $396.6 million, a decrease of $51.3 million, or 11.5%, compared to the nine months ended September 30, 2014. The decrease was due to volume declines in the Publishing and Retail Services segment, price pressures, wage and other inflation in the International segment and higher restructuring, impairment and other charges, partially offset by cost control initiatives resulting from the integration of Consolidated Graphics and Esselte and the reorganization of certain operations, an increase in volume due to the acquisitions of Consolidated Graphics and Esselte, lower incentive compensation expense and lower depreciation and amortization expense.

	Nine Months Ended September 30,			
	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Interest expense-net	$207.2	$213.0	$(5.8)	(2.7%)
Investment and other expense-net	43.2	8.9	34.3	385.4%
Loss on debt extinguishment	—	77.1	(77.1)	(100.0%)

Net interest expense decreased by $5.8 million for the nine months ended September 30, 2015 versus the same period in 2014, primarily due to a decrease in average outstanding debt.

Net investment and other expense for the nine months ended September 30, 2015 and 2014 was $43.2 million and $8.9 million, respectively. For the nine months ended September 30, 2015, the Company recorded a loss of $30.3 million related to the currency remeasurement in Venezuela and the related impact of the devaluation, a $14.7 million net loss on the sale of its Venezuelan operating entity and a loss of $2.8 million for the impairment of the Company's investment in the Brazilian operations of Courier. For the nine months ended September 30, 2014, the Company recorded a loss of $18.0 million, net of foreign exchange gains, related to the Venezuelan currency remeasurement, and a loss on the bankruptcy of RRDA of $16.4 million. This was partially offset by a gain on the sale of Journalism Online of $11.2 million, a $9.5 million bargain purchase gain related to the Esselte acquisition and a gain of $3.0 million resulting from the sale of the Company's shares of a previously impaired equity investment.

	Nine Months Ended September 30,			
	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Earnings before income taxes	$146.2	$148.9	$(2.7)	(1.8%)
Income tax expense	79.1	51.7	27.4	53.0%
Effective income tax rate	54.1%	34.7%		

The effective income tax rate for the nine months ended September 30, 2015 was 54.1% compared to 34.7% in the same period in 2014. Income tax expense for the period ended September 30, 2015 reflects charges for unrecognized tax positions of $9.0 million due to the receipt of an unfavorable court decision relating to payment of prior year taxes in the International segment, a lower tax benefit than the statutory rate on the Venezuelan currency devaluation, the impact of the non-deductible goodwill impairment charges and the loss on the sale of the Company's Venezuelan operating entity.

Loss attributable to noncontrolling interests was $13.0 million and $0.7 million for the nine months ended September 30, 2015 and 2014, respectively. For the nine months ended September 30, 2015 and 2014, the remeasurement of the Venezuelan currency, net of foreign exchange gains, resulted in losses attributable to noncontrolling interests of $10.5 million and $6.0 million, respectively.

Net earnings attributable to RR Donnelley common shareholders for the nine months ended September 30, 2015 was $80.1 million, or $0.39 per diluted share, compared to $97.9 million, or $0.49 per diluted share, for the nine months ended September 30, 2014. In addition to the factors described above, the per share results reflect an increase in weighted average diluted shares outstanding of 6.1 million, primarily as a result of the acquisitions of Consolidated Graphics, Esselte and Courier.

Information by Segment

The following tables summarize net sales, income (loss) from operations and certain items impacting comparability within each of the operating segments and Corporate. The descriptions of the reporting units generally reflect the primary products or services provided by each reporting unit. Included in these net sales amounts are sales of other products or services that may be produced within a reporting unit to meet customer needs and improve operating efficiency.

Publishing and Retail Services

	Nine Months Ended September 30,	
	2015	2014
	(in millions, except percentages)	
Net sales	$1,840.4	$1,949.6
Income from operations	47.8	71.8
Operating margin	2.6 %	3.7 %
Restructuring, impairment and other charges-net	27.8	31.9
Purchase accounting inventory adjustment	8.5	—

	Net Sales for the Nine Months Ended September 30,			
Reporting unit	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Magazines, catalogs and retail inserts	$1,040.9	$1,191.4	$(150.5)	(12.6 %)
Books	698.9	649.2	49.7	7.7 %
Directories	100.6	109.0	(8.4)	(7.7 %)
Total Publishing and Retail Services	$1,840.4	$1,949.6	$(109.2)	(5.6 %)

Net sales for the Publishing and Retail Services segment for the nine months ended September 30, 2015 were $1,840.4 million, a decrease of $109.2 million, or 5.6%, compared to 2014. Net sales decreased due to lower volume and a $56.9 million decrease in pass through paper sales in magazines, catalogs and retail inserts, price pressures and lower volume in consumer and educational books, partially offset by the acquisition of Courier. An analysis of net sales by reporting unit follows:

- Magazines, catalogs and retail inserts: Sales declined due to reduced volume, decreases in pass-through paper sales and price pressures.
- Books: Sales increased as a result of the acquisition of Courier, partially offset by reduced volume in consumer and educational books.
- Directories: Sales decreased primarily as a result of lower volume resulting from electronic substitution and a decline in pass-through paper sales.

Publishing and Retail Services segment income from operations decreased by $24.0 million for the nine months ended September 30, 2015 due to volume declines and price pressures, partially offset by the acquisition of Courier and lower restructuring, impairment and other charges. Operating margins decreased from 3.7% for the nine months ended September 30, 2014 to 2.6% for the nine months ended September 30, 2015, of which 0.5 percentage points were due to the purchase accounting inventory adjustment. Operating margins also decreased due to price pressures and unfavorable mix, partially offset by lower restructuring, impairment and other charges which favorably impacted margins by 0.1 percentage points.

Variable Print

	Nine Months Ended September 30,			
	2015		2014	
	(in millions, except percentages)			
Net sales	$2,796.0		$2,737.6	
Income from operations	183.6		158.2	
Operating margin	6.6	%	5.8	%
Restructuring, impairment and other charges-net	11.9		35.1	
Purchase accounting inventory adjustment	—		14.3	
Acquisition-related expenses	—		0.1	

Reporting unit	Net Sales for the Nine Months Ended September 30,			
	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Commercial and digital print (a)	$1,227.5	$1,216.5	$ 11.0	0.9 %
Office products	429.6	355.4	74.2	20.9 %
Direct mail (a)	374.0	378.2	(4.2)	(1.1 %)
Labels	320.7	322.9	(2.2)	(0.7 %)
Statement printing	294.0	290.3	3.7	1.3 %
Forms	150.2	174.3	(24.1)	(13.8 %)
Total Variable Print	$2,796.0	$2,737.6	$ 58.4	2.1 %

(a) Certain prior year amounts were restated to conform to the Company's current reporting unit structure.

Net sales for the Variable Print segment for the nine months ended September 30, 2015 were $2,796.0 million, an increase of $58.4 million, or 2.1%, compared to 2014, including a $9.7 million, or 0.3%, decrease due to changes in foreign exchange rates. Net sales increased due to the acquisitions of Consolidated Graphics and Esselte and higher volume in office products, partially offset by lower transactional commercial print and forms volume. An analysis of net sales by reporting unit follows:

- Commercial and digital print: Sales increased slightly primarily as a result of the acquisition of Consolidated Graphics and higher volume in in-store marketing materials, partially offset by lower transactional commercial print and print and fulfillment volume.
- Office products: Sales increased as a result of the acquisition of Esselte and higher volume in filing and binder products primarily related to new customers.
- Direct mail: Sales decreased as a result of lower pass-through postage sales, partially offset by an increase in pass-through paper sales and higher volume.
- Labels: Sales decreased slightly primarily as a result of price pressures.
- Statement printing: Sales increased as a result of higher pass-through postage sales and an increase in volume, partially offset by price pressures.
- Forms: Sales decreased due to lower volume.

Variable Print segment income from operations increased $25.4 million for the nine months ended September 30, 2015 mainly due to lower restructuring, impairment and other charges, the impact of the prior year purchase accounting inventory adjustment, cost control initiatives resulting from the integration of Consolidated Graphics and Esselte, favorable mix within labels and direct mail and higher volume resulting from the acquisitions of Esselte and Consolidated Graphics, partially offset by lower volume in transactional commercial print and price pressures. Operating margins increased from 5.8% for the nine months ended September 30, 2014 to 6.6% for the nine months ended September 30, 2015. Margins were improved 0.9 percentage points due to lower restructuring, impairment and other charges and 0.5 percentage points due to the favorable impact of the prior year purchase accounting inventory adjustment. Additionally, operating margins reflected price pressures, partially offset by cost control initiatives resulting from the integration of Consolidated Graphics and Esselte.

Strategic Services

	Nine Months Ended September 30,			
	2015		2014	
	(in millions, except percentages)			
Net sales	$2,000.5		$1,937.9	
Income from operations	189.3		193.0	
Operating margin	9.5	%	10.0	%
Restructuring, impairment and other charges-net	11.5		9.0	
Purchase accounting inventory adjustment	1.4		—	

Reporting unit	Net Sales for the Nine Months Ended September 30, 2015	2014	$ Change	% Change
	(in millions, except percentages)			
Logistics	$ 937.4	$ 876.4	$ 61.0	7.0 %
Financial	761.2	779.8	(18.6)	(2.4 %)
Sourcing	169.0	143.7	25.3	17.6 %
Digital and creative solutions	132.9	138.0	(5.1)	(3.7 %)
Total Strategic Services	$ 2,000.5	$ 1,937.9	$ 62.6	3.2 %

Net sales for the Strategic Services segment for the nine months ended September 30, 2015 were $2,000.5 million, an increase of $62.6 million, or 3.2%, compared to 2014, including an $11.9 million, or 0.6%, decrease due to changes in foreign exchange rates. Net sales increased primarily due to higher volume in logistics, pass-through postage sales, sourcing and translation services, partially offset by a decrease in fuel surcharges, lower volume in digital and creative solutions and reduced capital markets transactions activity. An analysis of net sales by reporting unit follows:

- Logistics: Sales increased primarily due to higher volume in freight brokerage services, pass-through postage sales and international mail services, partially offset by a decrease in fuel surcharges and lower volume in print logistics.
- Financial: Sales decreased due to a reduction in international capital markets transactions activity, changes in foreign exchange rates and price pressures, partially offset by higher translation services volume and domestic capital markets transactions activity.
- Sourcing: Sales increased primarily due to higher volume in commercial print-management for healthcare customers, variable print and forms.
- Digital and creative solutions: Sales decreased due to the bankruptcy of two customers and lower volume in prepress and photo services, partially offset by the acquisition of Courier.

Strategic Services segment income from operations decreased $3.7 million for the nine months ended September 30, 2015, mainly due to increased costs of transportation, unfavorable revenue mix and higher depreciation and amortization expense, partially offset by higher volume in logistics and cost control initiatives. Operating margins decreased from 10.0% to 9.5%, of which 0.1 percentage points were due to higher restructuring, impairment and other charges. Operating margins were also impacted by increased costs of transportation and unfavorable revenue mix.

International

	Nine Months Ended September 30, 2015	2014
	(in millions, except percentages)	
Net sales	$ 1,685.3	$ 1,909.0
Income from operations	25.9	79.6
Operating margin	1.5 %	4.2 %
Restructuring, impairment and other charges-net	49.8	7.5
Acquisition-related expenses	—	0.4

Reporting unit	Net Sales for the Nine Months Ended September 30,			
	2015	2014	$ Change	% Change
	(in millions, except percentages)			
Asia	$543.6	$556.2	$(12.6)	(2.3%)
Business process outsourcing	325.7	352.3	(26.6)	(7.6%)
Global Turnkey Solutions	254.3	238.9	15.4	6.4%
Europe	221.9	279.3	(57.4)	(20.6%)
Latin America	190.4	315.4	(125.0)	(39.6%)
Canada	149.4	166.9	(17.5)	(10.5%)
Total International	$1,685.3	$1,909.0	$(223.7)	(11.7%)

Net sales in the International segment for the nine months ended September 30, 2015 were $1,685.3 million, a decrease of $223.7 million, or 11.7%, compared to the same period in 2014, including a $160.6 million, or 8.7%, decrease due to changes in foreign exchange rates. The net sales decrease was also due to a $45.3 million, or 2.4%, decrease as a result of the impact of the Venezuelan currency devaluation and sale of the Company's Venezuelan operating entity during the second quarter of 2015, the bankruptcy liquidation of RRDA in the third quarter of 2014, which had net sales of $22.1 million for the nine months ended September 30, 2014, and lower volume in Europe and Asia, partially offset by higher volume in Global Turnkey Solutions and business process outsourcing. An analysis of net sales by reporting unit follows:

Asia: Sales decreased due to lower volume in books for export and labels and price pressures, partially offset by higher volume in packaging products.
Business process outsourcing: Sales decreased due to changes in foreign exchanges rates, lower pass-through print management volume and the sale of GRES in the first quarter of 2014, partially offset by an increase in volume due to new customers and higher outsourcing volume.
Global Turnkey Solutions: Sales increased due to higher volume primarily related to a new customer, partially offset by changes in foreign exchange rates.
Europe: Sales decreased primarily due to changes in foreign exchange rates, reduced volume and price pressures.
Latin America: Sales decreased due to the impact of the Venezuelan currency devaluation and sale of the Company's Venezuelan operating entity, changes in foreign exchange rates across the region and the 2014 bankruptcy liquidation of RRDA.
Canada: Sales decreased due to changes in foreign exchange rates, partially offset by higher labels and statement printing volume.

International segment income from operations decreased $53.7 million primarily due to higher restructuring, impairment and other charges, the impact of the currency devaluation in Venezuela and sale of the Company's Venezuelan operating entity, wage inflation in Latin America, Asia and business process outsourcing, price pressures in Asia and Europe and changes in foreign exchange rates, partially offset by lower depreciation and amortization expense and lower incentive compensation expense. Operating margins decreased from 4.2% for the nine months ended September 30, 2014 to 1.5% for the nine months ended September 30, 2015, of which 2.6 percentage points were due to higher restructuring, impairment and other charges. Operating margins were also impacted by wage inflation and price pressures in Asia and Europe.

Corporate

	Nine Months Ended September 30,	
	2015	2014
	(in millions)	
Operating expenses	$50.0	$54.7
Spinoff-related transaction expenses	6.7	—
Restructuring, impairment and other charges-net	3.9	4.4
Acquisition-related expenses	14.1	7.7

Corporate operating expenses in the nine months ended September 30, 2015 were $50.0 million, a decrease of $4.7 million compared to the same period in 2014. The decrease was driven by lower bad debt, workers' compensation and

incentive compensation expense, partially offset by an increase in healthcare costs, spinoff-related transaction expenses and acquisition-related expenses.

LIQUIDITY AND CAPITAL RESOURCES

The Company believes it has sufficient liquidity to support its ongoing operations and to invest in future growth to create value for its shareholders. Operating cash flows and the Company's $1.5 billion senior secured revolving credit facility (the "Credit Agreement") are the Company's primary sources of liquidity and are expected to be used for, among other things, payment of interest and principal on the Company's long-term debt obligations, distributions to shareholders that may be approved by the Board of Directors, acquisitions, capital expenditures necessary to support productivity improvement and growth and completion of restructuring programs.

The following describes the Company's cash flows for the nine months ended September 30, 2015 and 2014.

Cash Flows From Operating Activities

Operating cash inflows are largely attributable to sales of the Company's products and services. Operating cash outflows are largely attributable to recurring expenditures for raw materials, labor, rent, interest, taxes and other operating activities.

Net cash provided by operating activities was $204.2 million for the nine months ended September 30, 2015, compared to $253.9 million for the same period in 2014. The decrease in net cash provided by operating activities reflected the timing of customer and supplier payments and higher payments for taxes and incentive compensation costs, partially offset by lower pension and other postretirement benefit plan contributions.

Cash Flows From Investing Activities

Net cash used in investing activities for the nine months ended September 30, 2015 was $261.0 million compared to $540.8 million for the nine months ended September 30, 2014. During the nine months ended September 30, 2015, net cash used for acquisitions, primarily Courier, was $118.3 million. During the nine months ended September 30, 2014, net cash used for the acquisitions of Consolidated Graphics, Esselte and MultiCorpora was $380.4 million. Capital expenditures were $152.8 million during the first nine months of 2015, a decrease of $11.7 million as compared to the same period of 2014. The Company expects that capital expenditures for 2015 will be approximately $225 million to $250 million, compared to $223.6 million in 2014.

Cash Flows From Financing Activities

Net cash used in financing activities for the nine months ended September 30, 2015 was $188.8 million compared to $446.7 million in the same period in 2014. Cash on hand and borrowings under the Credit Agreement were used to pay $200.0 million of the 5.50% senior notes that matured on May 15, 2015. The Company also repaid $70.0 million of debt assumed from the Courier acquisition during the nine months ended September 30, 2015. During the nine months ended September 30, 2014, cash on hand and borrowings under the Credit Agreement were used to pay $258.2 million of the 4.95% senior notes that matured during the second quarter. Additionally, during the nine months ended September 30, 2014, the Company received proceeds of $400.0 million from the issuance of 6.00% senior notes due April 1, 2024, which were used to repurchase $211.1 million of the 8.25% senior notes due March 15, 2019, $100.0 million of the 7.25% senior notes due May 15, 2018 and $50.0 million of the 7.625% senior notes due June 15, 2020. The Company also repaid $118.3 million of debt and interest assumed from the Consolidated Graphics acquisition during the nine months ended September 30, 2014.

LIQUIDITY

Cash and cash equivalents of $257.3 million as of September 30, 2015 included $32.5 million in the U.S. and $224.8 million at international locations. The Company's foreign subsidiaries are expected to make approximately $260.0 million in payments in 2015 and future years in satisfaction of intercompany obligations. The Company has recognized deferred tax liabilities of $3.6 million as of September 30, 2015 related to local taxes on certain foreign earnings that are not considered to be permanently reinvested. Certain other cash balances of foreign subsidiaries may be subject to U.S. or local country taxes if repatriated to the U.S. In addition, repatriation of some foreign cash balances is further restricted by local laws. Management regularly evaluates whether foreign earnings are expected to be permanently reinvested. This evaluation requires judgment about the future operating and liquidity needs of the Company and its foreign subsidiaries. Changes in economic and business conditions, foreign or U.S. tax laws, or the Company's financial situation could result in changes to these judgments and the need to record additional tax

liabilities.

Included in cash and cash equivalents of $257.3 million at September 30, 2015 were $16.0 million of short-term investments, which primarily consist of short-term deposits and money market funds. These investments are held at institutions with sound credit ratings and are expected to be highly liquid.

The Company's debt maturities as of September 30, 2015 are shown in the following table:

	Debt Maturity Schedule						
	Total	2015	2016	2017	2018	2019	Thereafter
	(in millions)						
Senior notes and debentures and borrowings under the Credit Agreement (a)	$3,657.4	$225.0	$219.8	$251.5	$250.0	$411.1	$2,300.0
Capital lease obligations	7.6	1.0	4.2	2.4	—	—	—
Miscellaneous debt obligations	11.3	11.3	—	—	—	—	—
Total	$3,676.3	$237.3	$224.0	$253.9	$250.0	$411.1	$2,300.0

(a) Excludes a discount of $2.8 million and an adjustment for fair value hedges of $2.8 million related to the Company's 8.25% senior notes due March 15, 2019, which do not represent contractual commitments with a fixed amount or maturity date.

Cash on hand and borrowings under the Credit Agreement were used to pay the $200.0 million 5.50% senior notes that matured on May 15, 2015.

Borrowings under the Credit Agreement bear interest at a base or Eurocurrency rate plus an applicable margin determined at the time of the borrowing. In addition, the Company pays facility commitment fees which fluctuate dependent on the Credit Agreement's credit ratings. The Credit Agreement is used for general corporate purposes, including acquisitions and letters of credit. The Company's obligations under the Credit Agreement are guaranteed by its material and certain other domestic subsidiaries and are secured by a pledge of the equity interests of certain subsidiaries, including most of its domestic subsidiaries, and a security interest in substantially all of the domestic current assets and mortgages of certain domestic real property of the Company.

The Credit Agreement is subject to a number of covenants, including a minimum Interest Coverage Ratio and a maximum Leverage Ratio, as defined and calculated pursuant to the Credit Agreement, that, in part, restrict the Company's ability to incur additional indebtedness, create liens, engage in mergers and consolidations, make restricted payments and dispose of certain assets.

There were $225.0 million of borrowings under the Credit Agreement as of September 30, 2015. Based on the Company's results of operations for the twelve months ended September 30, 2015 and existing debt, the Company would have had the ability to utilize approximately $1.0 billion of the $1.5 billion Credit Agreement and not have been in violation of the terms of the agreement.

The current availability under the Credit Agreement as of September 30, 2015 is shown in the table below:

Availability	September 30, 2015 (in millions)

Committed Credit Agreement	$ 1,500.0
Availability reduction from covenants	320.4
	$ 1,179.6
Usage	
Borrowings under the Credit Agreement	225.0
Impact on availability related to outstanding letters of credit	—
	225.0
Current availability at September 30, 2015	$ 954.6

The Company was in compliance with its debt covenants as of September 30, 2015, and expects to remain in compliance based on management's estimates of operating and financial results for 2015 and the foreseeable future. However, declines in market and economic conditions or demand for certain of the Company's products and services could impact the Company's ability to remain in compliance with its debt covenants in future periods. As of September 30, 2015, the Company met all the conditions required to borrow under the Credit Agreement and management expects the Company to continue to meet the applicable borrowing conditions.

The failure of a financial institution supporting the Credit Agreement would reduce the size of the Company's committed facility unless a replacement institution were added. Currently, the Credit Agreement is supported by seventeen U.S. and international financial institutions.

As of September 30, 2015, the Company had $89.9 million in outstanding letters of credit and bank guarantees, of which $55.5 million were issued under the Credit Agreement. The letters of credit used under the Credit Agreement did not reduce availability under the Credit Agreement as of September 30, 2015, as the amounts issued were less than the reduction in availability from the Leverage Ratio covenant. As of September 30, 2015, the Company also had $170.4 million in other uncommitted credit facilities, primarily outside the U.S. (the "Other Facilities"). As of September 30, 2015, bank acceptance drafts, letters of credit and guarantees of $63.6 million were issued, and reduced availability, under the Company's Other Facilities. Total borrowings under the Credit Agreement and the Other Facilities (the "Combined Facilities") were $236.3 million as of September 30, 2015.

On June 19, 2015, Moody's Investors Service ("Moody's") reaffirmed the Company's long-term corporate credit rating and changed the ratings outlook from negative to stable. On August 4, 2015, in connection with the announcement of the Company's proposed spinoff transactions, Standard & Poor's Rating Services ("S&P") changed the Company's long-term corporate credit ratings outlook from stable to CreditWatch negative and Moody's changed the ratings outlook from stable to developing. The Company's S&P and Moody's credit ratings as of September 30, 2015 are shown in the table below:

	S&P	Moody's
Long-term corporate credit rating	BB-, CreditWatch negative	Ba2, developing outlook
Senior unsecured debt	BB-	Ba3
Credit Agreement	BB+	Baa2

Dividends

During the nine months ended September 30, 2015, the Company paid cash dividends of $158.4 million. On October 22, 2015, the Board of Directors of the Company declared a quarterly cash dividend of $0.26 per common share payable on December 1, 2015 to RR Donnelley shareholders of record on November 13, 2015.

Acquisitions and Dispositions

During the nine months ended September 30, 2015, the Company paid $118.1 million, net of cash acquired, substantially all for the acquisition of Courier. The Company financed the cash portion of the Courier acquisition with a combination of cash on hand and borrowings under the Credit Agreement.

During the year ended December 31, 2014, the Company paid $380.8 million of total cash purchase prices, net of cash acquired, substantially all for the acquisitions of Consolidated Graphics, Esselte and MultiCorpora. The Company financed the cash portion of these acquisitions with a combination of cash on hand, including net proceeds from the $350.0 million 6.50% senior note issuance on November 12, 2013, and borrowings under the Credit Agreement.

During the year ended December 31, 2014, the Company sold the assets and liabilities of Journalism Online, a provider of online subscription management services, for net proceeds of $10.7 million. As a result of a sale price adjustment in accordance with the agreement, a $0.2 million reduction in proceeds was recognized during the nine months ended September 30, 2015, resulting in total proceeds of $10.5 million. The Company also sold the assets and liabilities of GRES, its commercial and residential real estate advisory services business, for net proceeds of $1.8 million.

Debt Issuances

On March 20, 2014, the Company issued $400.0 million of 6.00% senior notes due April 1, 2024. Interest on the notes is payable semi-annually on April 1 and October 1, and commenced on October 1, 2014. The net proceeds from the offering along with borrowings under the Credit Agreement were used to repurchase $211.1 million of the 8.25% senior notes due March 15, 2019, $100.0 million of the 7.25% senior notes due May 15, 2018 and $50.0 million of the 7.625% senior notes due June 15, 2020.

MANAGEMENT OF MARKET RISK

The Company is exposed to interest rate risk on its variable rate debt and price risk on its fixed-rate debt. At September 30, 2015, the Company was exposed to interest rate fluctuations on variable-interest borrowings of $426.3 million, or 12%, of the Company's total debt, including $190.0 million notional amount of interest rate swap agreements (see Note 14, Derivatives, to the Condensed Consolidated Financial Statements) and $236.3 million in borrowings under the Combined Facilities. Including the effect of the fixed to floating interest rate swaps, approximately 94% of the Company's outstanding term debt was comprised of fixed-rate debt as of September 30, 2015.

The Company assesses market risk based on changes in interest rates utilizing a sensitivity analysis that measures the potential loss in earnings, fair values and cash flows based on a hypothetical 10% change in interest rates. Using this sensitivity analysis, such changes would not have a material effect on interest income or expense and cash flows and would change the fair values of fixed-rate debt at September 30, 2015 and 2014 by approximately $101.8 million and $103.9 million, respectively.

The Company is exposed to the impact of foreign currency fluctuations in certain countries in which it operates. The exposure to foreign currency movements is limited in many countries because the operating revenues and expenses of its various subsidiaries and business units are substantially in the local currency of the country in which they operate. To the extent that borrowings, sales, purchases, revenues, expenses or other transactions are not in the local currency of the subsidiary, the Company is exposed to currency risk and may enter into foreign exchange forward contracts to hedge the currency risk. As of September 30, 2015 and December 31, 2014, the aggregate notional amount of outstanding foreign exchange forward contracts was approximately $357.6 million and $377.2 million, respectively (see Note 14, Derivatives, to the Condensed Consolidated Financial Statements). Net unrealized gains from these foreign exchange forward contracts were $27.1 million and $6.5 million at September 30, 2015 and December 31, 2014, respectively. The Company does not use derivative financial instruments for trading or speculative purposes.

OTHER INFORMATION

Litigation and Contingent Liabilities

For a discussion of certain litigation involving the Company, see Note 12, Commitments and Contingencies, to the Condensed Consolidated Financial Statements.

New Accounting Pronouncements and Pending Accounting Standards

Recently issued accounting standards and their estimated effect on the Company's consolidated financial statements are described in Note 16, New Accounting Pronouncements, to the Condensed Consolidated Financial Statements.

CAUTIONARY STATEMENT

The Company has made forward-looking statements in this Quarterly Report on Form 10-Q that are subject to risks and uncertainties. These statements are based on the beliefs and assumptions of the Company. Generally, forward-looking statements include information concerning possible or assumed future actions, events, or results of operations of the Company.

These statements may include, or be preceded or followed by, the words "may," "will," "should," "might," "could," "would," "potential," "possible," "believe," "expect," "anticipate," "intend," "plan," "estimate," "hope" or similar expressions. The Com claims the protection of the Safe Harbor for Forward-Looking Statements contained in the Private Securities Litigation Reform Act of 1995 for all forward-looking statements.

Forward-looking statements are not guarantees of performance. The following important factors, in addition to those discussed elsewhere in this Quarterly Report on Form 10-Q, could affect the future results of the Company and could cause those results or other outcomes to differ materially from those expressed or implied in our forward-looking statements:

- the volatility and disruption of the capital and credit markets, and adverse changes in the global economy;
- successful execution of acquisitions and negotiation of future acquisitions;
-

successful execution of the proposed spinoffs of the Publishing and Retail Services Company and the Financial Services Company;

- the ability of the Company to integrate operations of acquisitions successfully and achieve enhanced earnings or effect cost savings;
- the ability to implement comprehensive plans for the integration of sales forces, cost containment, asset rationalization, systems integration and other key strategies;
- the ability to divest non-core businesses;
- future rates of growth or decline in the Company's core businesses;
- competitive pressures in all markets in which the Company operates;
- the Company's ability to access debt and the capital markets and the ability of its counterparties to perform their contractual obligations under the Company's lending and insurance agreements;

- changes in technology, including electronic substitution and migration of paper based documents to digital data formats;
- factors that affect customer demand, including changes in postal rates, postal regulations and service levels, changes in the capital markets, changes in advertising markets, customers' budgetary constraints and changes in customers' short-range and long-range plans;
- the ability to gain customer acceptance of the Company's new products and technologies;
- the ability to secure and defend intellectual property rights and, when appropriate, license required technology;
- customer expectations and financial strength;
- performance issues with key suppliers;
- changes in the availability or costs of key materials (such as ink, paper and fuel) or in prices received for the sale of by-products;
- changes in ratings of the Company or the Company's debt securities;
- the ability of the Company to comply with covenants under its Credit Agreement and indentures governing its debt securities;
- the ability to generate cash flow or obtain financing to fund growth;
- the effect of inflation, changes in currency exchange rates and changes in interest rates;
- the effect of changes in laws and regulations, including changes in accounting standards, trade, tax, environmental compliance (including the emission of greenhouse gases and other air pollution controls), health and welfare benefits (including the Patient Protection and Affordable Care Act, as modified by the Health Care and Education Reconciliation Act, and further healthcare reform initiatives), price controls and other regulatory matters and the cost, which could be substantial, of complying with these laws and regulations;
- contingencies related to actual or alleged environmental contamination;
- the retention of existing, and continued attraction of additional customers and key employees;
- the effect of a material breach of security of any of the Company's or its vendors' systems;
- the failure to properly use and protect customer information and data;
- the failure to properly protect the Company's and its employees' information and data;
- the effect of labor disruptions or shortages;
- the effect of economic and political conditions on a regional, national or international basis;
- the effect of economic weakness and constrained advertising;
- uncertainty about future economic conditions;
- the possibility of future terrorist activities or the possibility of a future escalation of hostilities in Eastern Europe, the Middle East or elsewhere;
- the possibility of a regional or global health pandemic outbreak;
- disruptions to the Company's operations resulting from possible natural disasters, interruptions in utilities and similar events;
- adverse outcomes of pending and threatened litigation; and
- other risks and uncertainties detailed from time to time in the Company's filings with the SEC.

Because forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Undue reliance should not be placed on such statements, which speak only as of the date of this document or the date of any document that may be incorporated by reference into this document.

Consequently, readers of this Quarterly Report on Form 10-Q should consider these forward-looking statements only as the Company's current plans, estimates and beliefs. The Company does not undertake and specifically declines any obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. The Company undertakes no obligation to update or revise any forward-looking statements in this Quarterly Report on Form 10-Q to reflect any new events or any change in conditions or circumstances.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See Item 2 of Part I under "Management of Market Risk." There have been no significant changes to the Company's market risk since December 31, 2014. For a discussion of exposure to market risk, refer to Part II, Item 7A – Quantitative and Qualitative Disclosures about Market Risk, set for in the Company's 2014 Form 10-K.

Item 4. Controls and Procedures

(a) Disclosure controls and procedures.

As required by Rule 13a-15(b) and Rule 15d-15(e) of the Securities Exchange Act of 1934, the Company's management, including the Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining effective disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. As of September 30, 2015, an evaluation was performed under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that disclosure controls and procedures as of September 30, 2015 were effective in ensuring information required to be disclosed in our SEC reports was recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information was accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) Changes in internal control over financial reporting.

There have not been any changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) that occurred during the quarter ended September 30, 2015 that had materially affected, or were reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II— OTHER INFORMATION

Item 1: Legal Proceedings

On May 8, 2014 the Company received a Notice of Violation letter from the U.S. Environmental Protection Agency ("EPA") alleging that the Company's distribution and sale of certain office products involving antimicrobial properties violated the Federal Insecticide, Fungicide, and Rodenticide Act ("FIFRA") because they constituted unregistered pesticides. On March 28, 2015, the Company resolved the matter with the EPA by agreeing to the assessment of a civil penalty in an immaterial amount.

For a discussion of certain litigation involving the Company, see Note 12, Commitments and Contingencies, to the Condensed Consolidated Financial Statements.

Item 1A. Risk Factors.

The Company's Annual Report on Form 10-K for the year ended December 31, 2014 contains a detailed discussion of risk factors that could materially adversely affect the Company's business, its operating results, or its financial condition. The risk factors described below are in addition to those risk factors.

The proposed spinoffs of the Company's Publishing and Retail Services Company and Financial Services Company may not be completed on the terms or timeline currently contemplated, if at all, and may not achieve the intended results.

Unanticipated developments could delay, prevent or otherwise adversely affect the proposed spinoffs of the Publishing and Retail Services Company and the Financial Services Company, including possible problems or delays in obtaining favorable rulings from the Internal Revenue Service or tax opinions, disruptions in general market conditions, or other developments. In addition, consummation of the proposed transactions will require final approval from the Company's Board of Directors. Therefore, the Company cannot assure that it will be able to complete the transactions on the terms or on the timeline that it announced, if at all.

The Company will incur significant expenses in connection with the transactions. In addition, completion of the proposed transactions will require significant amounts of management's time and effort which may divert management's attention from other aspects of the Company's business operations.

Further, if the transactions are completed, they may not achieve the intended results. The anticipated benefits of the separation are based on a number of assumptions, some of which may prove incorrect. Any such difficulties could adversely affect the Company's business, results of operations or financial condition.

The terms of the spinoffs and the stand-alone capital structure of each entity have not been determined.

The terms of the proposed spinoffs and each entity's stand-alone capital structure have not yet been determined. The Company's preliminary plans are described in "Management's Discussion and Analysis of Financial Condition and Results of Operations – Proposed Spinoff Transactions." However, the final structure and terms of the transactions may

not coincide with those set forth in this Quarterly Report on Form 10-Q.

Following the spinoffs, the price of the Company's common stock may fluctuate significantly.

We cannot predict the prices at which the Company's common stock may trade after the spinoffs, the effect of the spinoffs on the trading prices of the Company's common stock or whether the market value of the Company's common stock and the common stock of each of the new public companies held by a stockholder after the spinoffs will be, in the aggregate, less than, equal to or greater than the market value of the Company's common stock held by such stockholder prior to the spinoffs.

Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

There were no repurchases during the three months ended September 30, 2015.

The Credit Agreement generally allows annual dividend payments of up to $225.0 million in aggregate, though additional dividends may be allowed subject to certain conditions. For more detail refer to the Credit Agreement and its amendments filed as exhibits to this Quarterly Report on Form 10-Q.

Item 4: Mine Safety Disclosures

Not applicable

Item 6. Exhibits

2.1 Agreement and Plan of Merger by and among Courier Corporation, R. R. Donnelley & Sons Company, Raven Solutions, Inc. and Raven Ventures LLC, dated as of February 5, 2015 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K dated February 11, 2015)

3.1 Restated Certificate of Incorporation (incorporated by reference to Exhibit A to the Company's Current Report on Form 8-K dated September 26, 2014, filed on September 26, 2014)

3.2 By-Laws of R.R. Donnelley & Sons Company, as amended as of February 20, 2014 (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed on February 26, 2014)

4.1 Instruments, other than those defining the rights of holders of long-term debt not registered under the Securities Exchange Act of 1934 of the registrant and of all subsidiaries for which consolidated or unconsolidated financial statements are required to be filed are being omitted pursuant to paragraph (4)(iii)(A) of Item 601 of Regulation S-K. Registrant agrees to furnish a copy of any such instrument to the Commission upon request.

4.2 Indenture dated as of November 1, 1990 between the Company and Citibank, N.A., as Trustee (incorporated by reference to Exhibit 4 filed with the Company's Form SE filed on March 26, 1992)

4.3 Indenture dated as of March 10, 2004 between the Company and LaSalle National Bank Association, as Trustee (incorporated by reference to Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004, filed on May 10, 2004)

4.4 Indenture dated as of May 23, 2005 between the Company and LaSalle Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 23, 2005, filed on May 25, 2005)

4.5 Indenture dated as of January 3, 2007 between the Company and LaSalle Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 filed on January 3, 2007)

4.6 Credit Agreement dated October 15, 2012, among the Company, as the borrower, certain of its subsidiaries, as guarantors, the lenders party thereto, and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated October 15, 2012, filed on October 16, 2012)

4.7 Amendment No. 1 to the Credit Agreement and Amendment No. 1 to the Security Agreement dated April 11, 2014, among the Company, as the borrower, certain of its subsidiaries, as guarantors, the lenders party thereto, and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated April 11, 2014, filed on April 14, 2014)

4.8 Amendment No. 2 to the Credit Agreement dated September 9, 2014, among the Company, as the borrower, certain of its subsidiaries, as guarantors, the lenders party thereto, and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated September 9, 2014, filed on September 15, 2014)

10.1 Policy on Retirement Benefits, Phantom Stock Grants and Stock Options for Directors (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed on August 6, 2008)*

10.2 Non-Employee Director Compensation Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed on May 7, 2015)*

10.3 Directors' Deferred Compensation Agreement, as amended (incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998, filed on November 12, 1998)*

10.4 Amended and Restated Non-Qualified Deferred Compensation Plan (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed on May 7, 2015)*

10.5 2012 Performance Incentive Plan (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, filed on July 30, 2013)*

10.6 2004 Performance Incentive Plan (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed on February 25, 2009)*

10.7 Amended and Restated R.R. Donnelley & Sons Company Unfunded Supplemental Benefit Plan (incorporated by reference to Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, filed on November 3, 2010)*

10.8 Amendment to Amended and Restated R.R. Donnelley & Sons Company Unfunded Supplemental Benefit Plan (incorporated by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, filed on November 3, 2010)*

10.9 Supplemental Executive Retirement Plan for Designated Executives—B (incorporated by reference to Exhibit 10.1 to Moore Wallace Incorporated's (Commission file number 1-8014) Quarterly Report on Form 10-Q for the quarter ended September 30, 2001, filed on November 14, 2001)*

10.10 Form of Option Agreement for certain executive officers (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed on March 14, 2005)*

10.11 Form of Restricted Stock Unit Award Agreement for certain executive officers, as amended (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on February 25, 2009)*

10.12 Form of Restricted Stock Unit Award Agreement for certain executive officers (incorporated by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed on May 7, 2015)*

10.13 Form of Restricted Stock Unit Award Agreement for directors (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed on March 14, 2005)*

10.14 Form of Restricted Stock Unit Award Agreement for directors (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, filed on February 27, 2008)*

10.15 Form of Amendment to Director Restricted Stock Unit Awards dated May 21, 2009 (incorporated by reference to Exhibit 10.23 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, filed on August 5, 2009)*

10.16 Form of Amendment to Director Restricted Stock Unit Awards (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on February 25, 2009)*

10.17 Form of Restricted Stock Unit Award Agreement for directors (incorporated by reference to Exhibit 10.23 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on February 25, 2009)*

10.18 Form of Director Restricted Stock Unit Awards (incorporated by reference to Exhibit 10.26 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, filed on August 5, 2009)*

10.19 Form of Performance Share Unit Award Agreement (incorporated by reference to Exhibit 10.19 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed on May 7, 2015)*

10.20 Form of Performance Share Unit Award Agreement (incorporated by reference to Exhibit 10.23 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed on May 1, 2014)*

10.21 Form of Performance Share Unit Award Agreement (incorporated by reference to Exhibit 10.20 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed on April 25, 2013)*

10.22 Form of Cash Retention Award Agreement (incorporated by reference to Exhibit 10.21 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed on April 25, 2013)*

10.23 Form of Cash Bonus Award Agreement for certain executive officers (incorporated by reference to Exhibit 10.30 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, filed on May 2, 2012)*

10.24 Form of Long Term Incentive Cash Award Agreement (incorporated by reference to Exhibit 10.22 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed on May 1, 2014)*

10.25 Amended and Restated Employment Agreement dated as of November 30, 2008 between the Company and Thomas J. Quinlan, III (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on February 25, 2009)*

10.26 Amended and Restated Employment Agreement dated as of November 28, 2008 between the Company and Daniel L. Knotts (incorporated by reference to Exhibit 10.26 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on February 25, 2009)*

10.27 Amended and Restated Employment Agreement dated as of December 18, 2008 between the Company and Suzanne S. Bettman (incorporated by reference to Exhibit 10.27 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on February 25, 2009)*

10.29 Amended and Restated Employment Agreement dated as of May 3, 2011 between the Company and Daniel N. Leib (incorporated by reference to Exhibit 10.34 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, filed May 4, 2011)*

10.30 Amended and Restated Employment Agreement dated as of November 21, 2008 between the Company and Andrew B. Coxhead (incorporated by reference to Exhibit 10.30 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed April 25, 2013)*

10.31 Form of Amended and Restated Indemnification Agreement for directors (incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed on February 26, 2014)*

10.32	Amended and Restated Annual Incentive Plan (incorporated by reference to Exhibit 10.32 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed on May 7, 2015)*
14	Code of Ethics (incorporated by reference to Exhibit 14 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, filed on March 1, 2004)
21	Subsidiaries of the Company (incorporated by reference to Exhibit 21 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed on February 25, 2015)
31.1	Certification by Thomas J. Quinlan, III, President and Chief Executive Officer, required by Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934 (filed herewith)
31.2	Certification by Daniel N. Leib, Executive Vice President and Chief Financial Officer, required by Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934 (filed herewith)
32.1	Certification by Thomas J. Quinlan, III, President and Chief Executive Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code (filed herewith)
32.2	Certification by Daniel N. Leib, Executive Vice President and Chief Financial Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code (filed herewith)

101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

R.R. DONNELLEY & SONS COMPANY

By: /s/ DANIEL N. LEIB
Daniel N. Leib
Executive Vice President and Chief Financial Officer

By: /s/ ANDREW B. COXHEAD
Andrew B. Coxhead
Senior Vice President and Chief Accounting Officer

Date: November 5, 2015