

VALASSIS COMMUNICATIONS INC

Form 8-K

February 11, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 10, 2011

**VALASSIS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-10991**  
(Commission  
File Number)

**38-2760940**  
(IRS Employer  
Identification No.)

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

48152  
(Zip Code)

Registrant's Telephone Number, Including Area Code

Not Applicable.

(Former Name of Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Items to be Included in this Report**

**Item 8.01 Other Events.**

On February 11, 2011, Valassis Communications, Inc. (the Company ) issued a press release (the Press Release ) announcing that the Company s previously announced cash tender offer and consent solicitation for any and all of its 8 1/4% Senior Notes due 2015 expired at 11:59 p.m., New York City time, on February 10, 2011. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit  
No.**

**Description**

99.1 Press release of Valassis Communications, Inc., dated February 11, 2011.

**SIGNATURE**

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

VALASSIS COMMUNICATIONS, INC.

Date: February 11, 2011

By: /s/ Todd L. Wiseley

Name: Todd L. Wiseley

Title: General Counsel and Senior Vice President, Administration

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Valassis Communications, Inc., dated February 11, 2011.