

VALASSIS COMMUNICATIONS INC
Form 8-K
September 14, 2012

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): September 10, 2012

VALASSIS COMMUNICATIONS, INC.
(Exact name of registrant as specified in its charter)

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| 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) | 48152 (Zip Code) |
|---|---------------------|

(734) 591-3000
Registrant's Telephone Number, Including Area Code

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

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

Items to be Included in this Report

Item 5.02(b). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 10, 2012, Patrick F. Brennan, a director of Valassis Communications, Inc. (the “Company”), notified the Company that he plans to retire from the Company’s Board of Directors (the “Board”) and all committees of the Board he serves on, effective September 30, 2012. Mr. Brennan has been a member of the Board since 1998 and is currently serving as Chairman of the Board’s Compensation/Stock Option Committee. The Board has approved a reduction in the size of the Board to nine members upon Mr. Brennan’s retirement.

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: September 14, 2012

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