

VALASSIS COMMUNICATIONS INC  
Form 8-K  
June 07, 2010

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 3, 2010

**VALASSIS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

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

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

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

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**19975 Victor Parkway, Livonia, MI**  
(Address of Principal Executive Offices)

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

Appointment of Thomas J. Reddin as Director

On June 3, 2010, the Board of Directors of Valassis Communications, Inc. (the "Company"), upon recommendation of the Company's Corporate Governance/Nominating Committee, increased the size of the Board of Directors from nine to ten directors and appointed Thomas J. Reddin as a director of the Company, effective June 3, 2010. Mr. Reddin's compensation for his services as an independent director will be consistent with the Company's compensation practices for independent directors described in the Company's Definitive Proxy Statement on Schedule 14A filed with the United States Securities and Exchange Commission on March 30, 2010, under the caption "Independent Director Compensation for Fiscal Year 2009." A copy of the press release announcing the appointment is filed as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference.

Mr. Reddin will serve as a director until the next annual meeting of stockholders or until his successor is elected and qualified. Mr. Reddin has not been named to serve on any of the Board's committees at this time.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>                |
|--------------------|-----------------------------------|
| 99.1               | Press release, dated June 7, 2010 |

**SIGNATURE**

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

VALASSIS COMMUNICATIONS, INC.

Date: June 7, 2010

By: /s/ Todd Wiseley

Name: Todd Wiseley

Title: General Counsel, Senior Vice President,

Administration and Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                |
|--------------------|-----------------------------------|
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