

VALASSIS COMMUNICATIONS INC

Form 8-K

February 16, 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) February 16, 2012

**VALASSIS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**1-10991**  
(Commission

File Number)

**38-2760940**  
(I.R.S. Employer

Identification No.)

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**19975 Victor Parkway, Livonia, Michigan**

**(Address of principal executive offices)**

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

**48152**

**(Zip Code)**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

**Item 2.02 Results of Operations and Financial Condition**

On February 16, 2012, Valassis Communications, Inc. issued a press release (the "Press Release") announcing results for the quarter ended and year ended December 31, 2011. Furnished hereto as Exhibit 99.1 to this Current Report is a copy of the Press Release.

The information in this Current Report and Exhibit 99.1 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press release dated February 16, 2012

**SIGNATURES**

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

VALASSIS COMMUNICATIONS, INC.  
(Registrant)

Dated: February 16, 2012

/s/ Robert L. Recchia  
Robert L. Recchia  
Executive Vice President and  
  
Chief Financial Officer

EXHIBIT INDEX

**Exhibit**

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