

LSC Communications, Inc.
 Form 4
 March 30, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 RR Donnelley & Sons Co

(Last) (First) (Middle)

35 WEST WACKER DRIVE

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LSC Communications, Inc. [LKSD]

3. Date of Earliest Transaction (Month/Day/Year)

03/28/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 03/28/2017 | | J ⁽³⁾ | V | 6,242,802 <u>(1)</u> <u>(2)</u> | D | |
| | | | | | \$ 19.44 <u>(3)</u> | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RR Donnelley & Sons Co 35 WEST WACKER DRIVE CHICAGO, IL 60601 | | X | | |

Signatures

/s/ Terry D. Peterson, Executive Vice President and Chief Financial Officer of R.R. Donnelley & Sons Company

03/30/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On February 22, 2016, LSC Communications, Inc., a Delaware corporation ("LSC"), issued all 100 outstanding shares of LSC common stock to R. R. Donnelley & Sons Company, a Delaware corporation ("RRD"). On September 30, 2016 and simultaneously with the effectiveness of the amended and restated certificate of incorporation of LSC (the "Amended and Restated Certificate of Incorporation") that increased the number of authorized shares of common stock from 100 to 65,000,000, LSC effected a recapitalization (the "Recapitalization") of the 100 shares of common stock issued and outstanding, which Recapitalization converted such 100 shares into 32,430,139 shares of common stock, par value \$0.01, of LSC (the "Common Stock").

(2) On October 1, 2016 at 12:01 a.m., 26,187,337 shares of Common Stock, which was 80.75% of the Common Stock then outstanding, were distributed by RRD to its stockholders (the "Distribution"). Following the Distribution, RRD beneficially owned 6,242,802 shares of Common Stock, which was 19.25% of the then outstanding Common Stock.

(3) On March 28, 2017, RRD completed the sale (the "Sale") of 6,242,802 shares of Common Stock at a price of \$19.44 per share (the public offering price, net of underwriting discounts and commissions of \$0.81 per share) in an underwritten, public secondary offering. Immediately following the Sale, RRD owned no shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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