

VALASSIS COMMUNICATIONS INC

Form 8-K

August 13, 2009

**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): August 12, 2009**

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

On August 12, 2009, Valassis Communications, Inc. ( Valassis ) advised Brian Husselbee, the President and Chief Executive Officer of NCH Marketing Services, Inc. ( NCH ), a wholly-owned subsidiary of Valassis, that, as a result of Valassis' previously disclosed decision to discontinue evaluating the sale of NCH, the discretionary incentive program previously adopted for Mr. Husselbee (filed as Exhibit 10.1 to Valassis Quarterly Report on Form 10-Q filed with the United States Securities and Exchange Commission on May 8, 2009) and any and all amounts payable thereunder are considered null and void.

**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: August 13, 2009

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