

VALASSIS COMMUNICATIONS INC
 Form 4
 February 05, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Snyder Wallace S

2. Issuer Name and Ticker or Trading Symbol
 VALASSIS COMMUNICATIONS INC [VCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 19975 VICTOR PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/04/2014

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

LIVONIA, MI 48152
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/04/2014 | | U | | 12,582 | D | \$ 34.04 |
| Common Stock | 02/04/2014 | | D | | 3,098 | D | \$ 34.04 |

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

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SEC 1474 (9-02)

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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. Fair Value of Derivative Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Director Stock Option (Right to Buy) | \$ 17.29 | 02/04/2014 | | D | 1,000 | <u>(1)</u> 10/03/2021 | | Common Stock | 1,000 | \$ |
| Director Stock Option (Right to Buy) | \$ 17.42 | 02/04/2014 | | D | 5,000 | <u>(1)</u> 10/01/2019 | | Common Stock | 5,000 | \$ |
| Director Stock Option (Right to Buy) | \$ 23.21 | 02/04/2014 | | D | 1,000 | <u>(1)</u> 04/02/2022 | | Common Stock | 1,000 | \$ |
| Director Stock Option (Right to Buy) | \$ 24.71 | 02/04/2014 | | D | 1,000 | <u>(1)</u> 10/01/2022 | | Common Stock | 1,000 | \$ |
| Director Stock Option (Right to Buy) | \$ 28.31 | 02/04/2014 | | D | 5,000 | <u>(1)</u> 04/01/2020 | | Common Stock | 5,000 | \$ |
| Director Stock Option (Right to Buy) | \$ 29.36 | 02/04/2014 | | D | 1,000 | <u>(1)</u> 04/01/2021 | | Common Stock | 1,000 | \$ |
| Director Stock | \$ 33.3 | 02/04/2014 | | D | 5,000 | <u>(1)</u> 10/01/2020 | | Common Stock | 5,000 | \$ |

Option
(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Snyder Wallace S 19975 VICTOR PARKWAY LIVONIA, MI 48152 | X | | | |

Signatures

| | |
|--|------------|
| Linda J. Schalek, Power of Attorney | 02/05/2014 |
|--|------------|

__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).

Per the terms of the Merger Agreement by and among Valassis Communications, Inc., Harland Clarke Holdings Corp. and V Acquisition Sub, Inc., dated as of December 17, 2013, each stock option that was outstanding and unexercised immediately prior to the Effective

- (1) Time (as defined in the Merger Agreement), whether or not vested, was cancelled in consideration for the right to receive cash in an amount equal to the product of (i) the total number of shares subject to each such option immediately prior to the Effective Time and (ii) the excess, if any, of (x) \$34.04 over (y) the exercise price per share subject to such stock option.

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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