

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____	
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☒		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>RR DONNELLEY SAVINGS PLAN</u>	1b	Three-digit plan number (PN) ► <u>003</u>
		1c	Effective date of plan <u>01/01/1978</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>R.R. DONNELLEY & SONS COMPANY</u> <u>35 W. WACKER DRIVE</u> <u>CHICAGO, IL 60601</u>	2b	Employer Identification Number (EIN) <u>36-1004130</u>
		2c	Plan Sponsor's telephone number <u>312-326-8000</u>
		2d	Business code (see instructions) <u>323100</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	SHEILA M. RUTT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☐ Same as Plan Sponsor BENEFITS COMMITTEE C/O R.R. DONNELLEY & SONS COMPANY 35 W. WACKER DRIVE CHICAGO, IL 60601	3b Administrator's EIN 20-1730106 3c Administrator's telephone number 312-326-8000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 46991
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 37235 6a(2) 18338 6b 156 6c 1330 6d 19824 6e 14 6f 19838 6g 16966 6h 3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2O 2R 2S 2T 3F 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☒ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan RR DONNELLEY SAVINGS PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 R.R. DONNELLEY & SONS COMPANY	D Employer Identification Number (EIN) 36-1004130

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation GREAT-WEST LIFE & ANNUITY INS CO.

84-0467907

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation NORTHERN TRUST COMPANY
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36-2723087

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation PACIFIC INVESTMENT MGMT COMPANY LLC

33-0629048

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation WINSLOW CAPITAL MGMT, LLC

90-0860898

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

GALLIARD CAPITAL MANAGEMENT, INC.

41-1813702

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

WELLS CAPITAL MANAGEMENT

95-3692822

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

NORTHERN TRUST INVESTMENTS, INC.

36-3608252

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PANTHEON VENTURES LP

600 MONTGOMERY STREET
23RD FLOOR
SAN FRANCISCO, CA 94111

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GREAT-WEST LIFE & ANNUITY INS CO.

84-0467907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 64	NONE	2487630	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ADVISED ASSETS GROUP, LLC

84-1532243

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 50	NONE	805900	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FRONTIER CAPITAL MGMT COMPANY

04-3492668

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28	NONE	753416	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WINSLOW CAPITAL MGMT, LLC

90-0860898

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	749226	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

WELLS CAPITAL MANAGEMENT

95-3692822

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	204546	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ARROWSTREET CAPITAL, LP

04-3472863

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	134111	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

AJO, LP

23-2312104

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	105946	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MERCER INVESTMENT CONSULTING INC.

61-0736136

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	75000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

JPMORGAN SECURITIES LLC

13-4110995

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 33 50 59 71	NONE	41954	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

QDRO CONSULTANTS

34-1820650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
70	NONE	7200	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRANSAMERICA CAPITAL 95-3141953	RATE OF .25% OF SALES AND 0.05% OF AVERAGE NET ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALLIANCEBERNSTEIN 13-3211780	RATE OF .20% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALLIANZ 06-1349805	RATE OF .10% OF SALES AND .06% OF AVERAGE DAILY BALANCE	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN CENTURY 43-0821857	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS 86-0206507	FIXED RATE \$180,000 ANNUALLY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLACKROCK FUNDS 23-2784752	RATE OF .10% OF SALES AND .08% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation DELAWARE FUNDS 23-2791871		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000		
(a) Enter service provider name as it appears on line 2 J P MORGAN SECURITIES LLC		
(b) Service Codes (see instructions) 59		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation DREYFUS 13-2603136		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE		
(a) Enter service provider name as it appears on line 2 J P MORGAN SECURITIES LLC		
(b) Service Codes (see instructions) 59		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation EATON VANCE 04-3239487		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF .20% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$50,000		

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FEDERATED 25-1203925	RATE OF .20% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FIDELITY 04-2882358	RATE OF .20% OF SALES FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FRANKLIN TEMPLETON 13-5599989	RATE OF .08 OF SALES AND .02%-.05% OF AVERAGE DAILY BALANCE OF ASSETS	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARTFORD 06-0383750	RANGE OF .15-.20% OF SALES AND .03-.05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVESCO 74-1894784	RANGE OF .25% OF SALES AND .05% OF ASSETS OVER \$600 MILLION	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JOHN HANCOCK FUNDS 04-3111116	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
J P MORGAN FUNDS 74-2945358	RATE OF .10-.20% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS 04-2747644	RATE OF .10% OF SALES AND .05% OF AVERAGE DAILY BALANCE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NUVEEN 36-3817266	RATE OF .10%- .20% OF SALES AND .05% OF AVERAGE DAILY BALANCE	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OPPENHEIMER 12-2953455	RATE OF .06% OF AVERAGE DAILY BALANCE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PACIFIC LIFE FUNDS 95-2594489	RATE OF .25% OF SALES AND RANGE OF .03%-.05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO 33-0629048	RATE OF .10% OF SALES AND .03% OF AVERAGE DAILY BALANCE	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRINCIPAL 91-1801401	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PUTNAM 26-0334814	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
GREAT-WEST LIFE & ANNUITY INS CO.	15 64	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JP MORGAN SECURITIES LLC 13-4110995	RATE OF 25% OF THE FEES COLLECTED BY J. P. MORGAN SECURITIES LLC FOR BROKERAGE ACCOUNT SERVICES	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>RR DONNELLEY SAVINGS PLAN</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%; padding: 5px;"> B Three-digit plan number (PN) ► </td> <td style="width:20%; padding: 5px; text-align: center;"> <u>003</u> </td> </tr> <tr style="background-color: #f2f2f2;"> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ►	<u>003</u>		
B Three-digit plan number (PN) ►	<u>003</u>				
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>R.R. DONNELLEY & SONS COMPANY</u>	D Employer Identification Number (EIN) <u>36-1004130</u>				

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
a Name of MTIA, CCT, PSA, or 103-12 IE:	<u>NT COLLECTIVE AGGREGATE BOND INDEX</u>
b Name of sponsor of entity listed in (a):	<u>NORTHERN TRUST INVESTMENTS, INC</u>
c EIN-PN <u>45-6138589-088</u>	d Entity code <u>C</u>
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>56246846</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE:	<u>NT COLLECTIVE EXTENDED EQ MKT INDEX</u>
b Name of sponsor of entity listed in (a):	<u>NORTHERN TRUST INVESTMENTS, INC</u>
c EIN-PN <u>45-6138589-110</u>	d Entity code <u>C</u>
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>49031748</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE:	<u>NT COLLECTIVE S&P 500 INDEX FD</u>
b Name of sponsor of entity listed in (a):	<u>NORTHERN TRUST INVESTMENTS, INC</u>
c EIN-PN <u>45-6138589-002</u>	d Entity code <u>C</u>
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>155952174</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE:	<u>NT COLLECTIVE TIPS INDEX FUND</u>
b Name of sponsor of entity listed in (a):	<u>NORTHERN TRUST INVESTMENTS, INC</u>
c EIN-PN <u>45-6138589-091</u>	d Entity code <u>C</u>
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>15446678</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE:	<u>NT COLLTIVE SHORT TERM INV</u>
b Name of sponsor of entity listed in (a):	<u>NORTHERN TRUST INVESTMENTS, INC</u>
c EIN-PN <u>45-6138589-084</u>	d Entity code <u>C</u>
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6698186</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE:	<u>NT COLLECTIVE ACWI EX-US MARKET FD</u>
b Name of sponsor of entity listed in (a):	<u>NORTHERN TRUST INVESTMENTS, INC</u>
c EIN-PN <u>45-6138589-223</u>	d Entity code <u>C</u>
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>73421461</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE:	<u>LOOMIS SAYLES CORE PLUS FIX INCOME</u>
b Name of sponsor of entity listed in (a):	<u>LOOMIS SAYLES TRUST COMPANY</u>
c EIN-PN <u>84-6391546-010</u>	d Entity code <u>C</u>
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>74076879</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: [WELLS FARGO FIXED INCOME FUND A](#)**b** Name of sponsor of entity listed in (a): [WELLS FARGO TRUST COMPANY](#)

c EIN-PN 52-2250963-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38268621
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a Name of MTIA, CCT, PSA, or 103-12 IE: [WELLS FARGO FIXED INCOME FUND F](#)**b** Name of sponsor of entity listed in (a): [WELLS FARGO TRUST COMPANY](#)

c EIN-PN 52-2252204-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 95912645
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a Name of MTIA, CCT, PSA, or 103-12 IE: [WELLS FARGO FIXED INCOME FUND L](#)**b** Name of sponsor of entity listed in (a): [WELLS FARGO TRUST COMPANY](#)

c EIN-PN 27-6635237-276	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37336979
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a Name of MTIA, CCT, PSA, or 103-12 IE: [WELLS FARGO SHORT TERM INV - S](#)**b** Name of sponsor of entity listed in (a): [WELLS FARGO TRUST COMPANY](#)

c EIN-PN 41-6292499-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9253587
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a Name of MTIA, CCT, PSA, or 103-12 IE: [ALLIANCE BERNSTEIN EMERGING MARKETS](#)**b** Name of sponsor of entity listed in (a): [ALLIANCE BERNSTEIN LP](#)

c EIN-PN 04-6948485-038	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46268549
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a Name of MTIA, CCT, PSA, or 103-12 IE: [ARROWSTREET INTERNATIONAL EQ EAFE C](#)**b** Name of sponsor of entity listed in (a): [GLOBAL TRUST COMPANY](#)

c EIN-PN 30-6507806-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 59084789
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

<div>SCHEDULE G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>Financial Transaction Schedules</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2016</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016	
A Name of plan RR DONNELLEY SAVINGS PLAN	B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 R.R. DONNELLEY & SONS COMPANY	D Employer Identification Number (EIN) 36-1004130

Part I	Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.
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(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year			Amount overdue
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year			Amount overdue
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year			Amount overdue
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year			Amount overdue
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year			Amount overdue
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
WELLS CAPITAL MANAGEMENT, INC.	INVESTMENT MANAGER	POTENTIAL VIOLATION OF ERISA SEC 406(B)(1) INVOLVING AN EXTENSION OF CREDIT AS A RESULT OF BOND PURCHASE	589154		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
601138	0	0	589154	0	11984

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan RR DONNELLEY SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 R.R. DONNELLEY & SONS COMPANY	D Employer Identification Number (EIN) 36-1004130	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	814270	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	434867	1477368
(2) U.S. Government securities	1c(2)	52380984	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	1349299	0
(B) All other.....	1c(3)(B)	29846991	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	1286511	0
(B) Common.....	1c(4)(B)	628958766	216898192
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	53554117	19425276
(9) Value of interest in common/collective trusts	1c(9)	1521525989	716999142
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	196611630	122941879
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	63150731	39982222

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	29627121	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2579541276	1117724079

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1287874	603960
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	875338
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1287874	1479298

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2578253402	1116244781
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	350565	
(B) Participants	2a(1)(B)	96500816	
(C) Others (including rollovers)	2a(1)(C)	29992397	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		126843778
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-2479	
(B) U.S. Government securities	2b(1)(B)	689922	
(C) Corporate debt instruments	2b(1)(C)	555700	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2292164	
(F) Other	2b(1)(F)	26410	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3561717
(2) Dividends: (A) Preferred stock	2b(2)(A)	2336	
(B) Common stock	2b(2)(B)	9413108	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2903976	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		12319420
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1072964306	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1085145404	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-12181098
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	17473883	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		17473883

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		67671643
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		58015907
c Other income.....	2c		24718579
d Total income. Add all income amounts in column (b) and enter total.....	2d		298423829

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	221202608	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		221202608
f Corrective distributions (see instructions)	2f		536649
g Certain deemed distributions of participant loans (see instructions)	2g		262998
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	4200	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	789186	
(4) Other	2i(4)	2016954	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2810340
j Total expenses. Add all expense amounts in column (b) and enter total	2j		224812595

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		73611234
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		1535619855

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **BAKER TILLY VIRCHOW KRAUSE, LLP**

(2) EIN: **39-0859910**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d	X		2495
e Was this plan covered by a fidelity bond?	4e	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
LSC SAVINGS PLAN	37-1804157	001
DONNELLEY FINANCIAL SAVINGS PLAN	13-2618477	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>RR DONNELLEY SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>R.R. DONNELLEY & SONS COMPANY</u>	D Employer Identification Number (EIN) <u>36-1004130</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>43-1796706</u> <u>84-1455663</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☒ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☒ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☒ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☒ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment	☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)	
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more	
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

RR DONNELLEY SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

Including Report of Independent Certified Public Accountants

December 31, 2016 and 2015

RR Donnelley Savings Plan

December 31, 2016 and 2015

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Note: All other schedules required by Section 2520.103-10 of the Department Of Labor’s rules and regulating and disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable to the RR Donnelley Savings Plan.

INDEPENDENT AUDITORS' REPORT

To the Administrator of the
RR Donnelley Savings Plan
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of RR Donnelley Savings Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these 2016 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2016 financial statements.

Basis for Disclaimer of Opinion on the 2016 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by The Northern Trust Company, the trustee of the Plan ("Trustee"), except for comparing such information with the related information included in the 2016 financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of and for the year ended December 31, 2016, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion on the 2016 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2016 Financial Statements paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the accompanying 2016 financial statements. Accordingly, we do not express an opinion on the 2016 financial statements.

Other Matters- Report on the Supplementary Information and Report on the 2015 Financial Statements

The supplemental schedule of Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2016, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2016 financial statements paragraph, we do not express an opinion on the supplemental schedule.

We have audited the accompanying financial statement of RR Donnelley Savings Plan, which comprise the statement of the net assets available for benefits as of December 31, 2015, and in our report dated June 30, 2016, we expressed our opinion that such financial statement presents fairly, in all material respects, net assets available for benefits of the Plan as of December 31, 2015, in accordance with accounting principles generally accepted in the United States of America.

Report on Form and Content in Compliance with DOL's Rules and Regulations for the 2016 Financial Statements

The form and content of the information included in the 2016 financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
October 12, 2017

RR DONNELLEY SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015
(EMPLOYER IDENTIFICATION NUMBER 36-1004130, PLAN NUMBER 003)

	<u>2016</u>	<u>2015</u>
ASSETS		
Plan investments, at fair value	\$ 926,780,558	\$ 2,094,686,170
Plan investments, at contract value	170,495,115	426,053,972
Receivables:		
Employer contribution	-	814,270
Notes receivable from participants	20,093,370	54,112,275
Total receivables	<u>20,093,370</u>	<u>54,926,545</u>
Total assets	1,117,369,043	2,575,666,687
LIABILITIES		
Accrued expenses and other liabilities	603,960	1,287,874
Excess contributions payable	875,338	-
Total liabilities	<u>1,479,298</u>	<u>1,287,874</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 1,115,889,745</u></u>	<u><u>\$ 2,574,378,813</u></u>

RR DONNELLEY SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016
(EMPLOYER IDENTIFICATION NUMBER 36-1004130, PLAN NUMBER 003)

	<u>2016</u>
ADDITIONS TO NET ASSETS:	
Investment income	
Dividend and interest income	\$ 13,913,832
Net appreciation in fair value of investments	158,783,672
	<hr/>
Total investment income	172,697,504
Interest income on notes receivable from participants	2,103,147
Contributions	
Employer	350,565
Participants	96,500,816
Rollovers	29,992,396
	<hr/>
Total contributions	126,843,777
	<hr/>
Total additions	301,644,428
DEDUCTIONS FROM NET ASSETS:	
Benefits paid to participants	221,703,300
Administrative expenses	2,810,341
	<hr/>
Total deductions	224,513,641
Net increase prior to transfers	77,130,787
TRANSFERS	
Transfers from the Plan	(1,535,619,855)
	<hr/>
Net decrease	(1,458,489,068)
NET ASSETS, BEGINNING OF YEAR	<hr/>
	2,574,378,813
NET ASSETS, END OF YEAR	<hr/> <hr/>
	\$ 1,115,889,745

RR DONNELLEY SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 and 2015

NOTE 1 – PLAN DESCRIPTION

The following description of the RR Donnelley Savings Plan (the “Plan”) is provided for general information purposes only and covers current Plan provisions, except as specifically noted otherwise. For more complete information, refer to the Summary Plan Description and the Plan document, including any modifications and amendments thereto. The Plan is a defined contribution plan sponsored by R. R. Donnelley & Sons Company (the “Company”) designed to allow eligible employees to save for retirement on a tax-advantaged basis. The Plan is intended to qualify as a cash or deferred arrangement under Section 401(k) of the Internal Revenue Code of 1986, as amended (the “Code”), and is subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

General

On October 1, 2016, the Company completed the separation of its financial communications and data services business, Donnelley Financial Solutions, Inc. (“Donnelley Financial”), and the publishing and retail-centric print services and office products business, LSC Communications, Inc. (“LSC”), into two separate publicly-traded companies (the “Separation”). Following the Separation in accordance with the Separation and Distribution Agreement (the “Agreement”), certain active, former and retired employees of the Company and its affiliates were transferred to Donnelley Financial or LSC. Participant account balances of Plan participants who were among those transferred to Donnelley Financial or LSC were transferred from the Plan to a plan sponsored either by Donnelley Financial or LSC. Such participants will receive their entitled benefits from their accounts under the respective Donnelley Financial or LSC plan to which they were transferred and are no longer covered under the Plan. Participant account balances totaling approximately \$1.5 billion were transferred from the Plan to either the Donnelley Financial or LSC plan.

Administration

The Plan is administered by the Plan’s Benefits Committee and its delegates. The Plan’s assets are held in the RR Donnelley Savings Plan Trust (the “Trust”). The Northern Trust Company serves as the trustee of the Trust and custodian of the Plan’s assets, other than with respect to assets invested through the self-directed brokerage accounts. J.P. Morgan (JPM) Securities LLC is the custodian of assets invested through the self-directed brokerage accounts. Great West Financial, operating under the brand name Empower Retirement, is the Plan’s recordkeeper.

Eligibility

Generally, all employees of the Company and its U.S. subsidiaries are eligible to become Plan members (“participants”), unless they are part of a bargaining unit that does not participate in the Plan. Except with respect to certain contingent employees, eligible employees are not required to satisfy any service or age requirements to participate in the Plan and, accordingly, become eligible to participate in the Plan on their first day of employment with the Company or one of its participating affiliates. Elections to participate in the Plan are effective as soon as administratively practicable. The Plan has automatic enrollment provisions pursuant to which eligible employees are automatically enrolled 30 days after being hired, in each case unless the employee opts out of automatic enrollment or elects to be enrolled earlier. Individuals who are automatically enrolled make contributions on a before-tax basis equal to 3% of eligible compensation.

Contributions

Eligible employees may elect to make before-tax, after-tax and Roth 401(k) contributions under the Plan. Subject to certain limitations, the contribution election percentages allowed are from 1%-85% of eligible compensation for before-tax, after-tax and Roth 401(k) contributions, and the total of all elections cannot exceed 85% of eligible compensation. Before-tax, after-tax and Roth 401(k) contributions are funded by payroll deductions and must be made in whole percentages of employee eligible earnings, although contributions designated as “catch-up” contributions (made by those over age 50) must be designated in full dollar amounts. Participants can change contribution elections at any time.

The Plan permits the Company to provide a discretionary matching contribution. The Company did not make any such discretionary matching contributions for the 2016 Plan year with the exception of Company provided matching contributions during the period March 1, 2016 through August 31, 2016 to the former employees of Pearson hired by the Company after the Company purchased certain assets from Pearson. The Company provided a match to these Pearson employees equal to 100% of the first 3% of compensation contributed to the Plan plus 50% of the next 3% of compensation contributed to the Plan. After the matching period, the Company matching contributions ended. Matching contributions, when made, are contributed to the Plan in cash and invested according to the participant’s investment elections.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2016 and 2015

Employees may also roll over amounts to the Plan that were distributed from certain types of retirement plans and accounts.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions and profit sharing contributions, if any, and allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, defined monthly charges or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting and Forfeited Accounts

Participants are always 100% vested in their before-tax, after-tax, Roth 401(k) and rollover contributions and investment earnings thereon. Except with respect to certain members of collective bargaining units, participants first hired before January 1, 2012 are always 100% vested with respect to matching and discretionary matching contributions (and earnings thereon), whereas participants first hired on or after January 1, 2012 do not become vested in such matching and discretionary matching contributions (and earnings thereon) until they have earned three years of service under the Plan, at which time they are 100% vested in such contributions and earnings. Different vesting rules apply to contingent employees.

At December 31, 2016 and 2015, forfeited non-vested accounts totaled \$434 and \$5,238, respectively. These accounts will be used to reduce future employer contributions or administrative expenses. During 2016, employer contributions were reduced by \$14,906 and administrative expenses were reduced by \$26,394 from forfeited nonvested accounts.

Notes Receivable from Participants

Participants are permitted to borrow up to the lesser of 50% of their vested before-tax, after-tax, Roth 401(k), matching and rollover account balance, or \$50,000, reduced by the highest outstanding loan balance in the last 12 months. The minimum loan amount is \$1,000. Subject to certain exceptions for historical loans and loans originated under other plans, participants are allowed only one outstanding loan at any time and the maximum loan repayment period is four and a half years. The loans are secured by the balance in the participants' accounts and bear interest at a rate equal to 1% over the prime rate, as published in the Wall Street Journal. The interest rate for the loans outstanding as of December 31, 2016 and 2015 ranged from a low of 4.0% to a high of 10.5%. The participant pays an administrative fee of \$50 to the Plan's recordkeeper, Empower Retirement, at the inception of the loan. Principal and interest is paid ratably through payroll deductions.

Benefit Payments and Withdrawals

A participant's account balance may be distributed on retirement or other termination of employment. Distributions may be made in the form of lump sum distribution of all or a portion of the participant's account, or in installment payments. Investments in the brokerage account may be distributed in-kind. All other payments are made in cash.

A participant may withdraw his or her after-tax contributions and rollover contributions, and the value of the participant's Fund B account, if any, at any time, and may withdraw an amount from his or her vested account while he or she is still employed if he or she incurs a financial hardship, or has attained age 59.5. A participant may withdraw all or part of his or her before-tax or Roth 401(k) contributions if he or she is in the uniformed services while on active duty for more than 30 days. A participant may withdraw any portion of his or her vested account after attaining age 70.5, and will be required to begin taking distributions of his or her vested account upon the later of attainment of age 70.5 or termination of employment.

Investment Options

Participants are permitted to direct how their account balance under the Plan is invested. Subject to certain restrictions, participants can change investment elections on a daily basis. As of December 31, 2016 and 2015, the following investment options were offered under the Plan:

Core Investment Funds— investment funds that invest in different asset classes, such as fixed income funds, bond funds, stock funds, and funds that invest in alternative investments.

Target Date Funds— mix of investments in core investment funds that automatically reduce their level of equity risk over time and target retirement at age 65.

Conservative Income Fund— a conservative portfolio comprised of a mix of investments in core investment funds with equity risk maintained lower than any Target Date Fund.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2016 and 2015

RR Donnelley Stock Fund and TRASOP Fund— unitized funds that invested primarily in shares of common stock of the Company and held a certain percent of assets in cash-equivalents for liquidity purposes. The TRASOP Fund and the RR Donnelley Stock Fund were both “employee stock ownership plans” until their elimination during a process that transpired March 31, 2016 through April 19, 2016 in anticipation of the Separation. Participants elected to either transfer their Company stock in these funds to the self-directed brokerage account or reinvest proceeds from the sale of their Company stock in another investment option within the Plan. Dividends paid on the shares of Company stock held in the TRASOP Fund and RR Donnelley Stock Fund prior to their elimination were reinvested in the funds, unless a participant had elected to have dividends passed through.

Self-Directed Brokerage Account— participants may invest a portion of their account balance under the Plan in investment options not otherwise offered under the Plan, such as certain mutual funds, stocks, or bonds, by directing such portion of their account balance to be invested through a self-directed brokerage account under the Plan.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”). The accounts of the Plan are maintained on the accrual basis of accounting. Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan’s investments are stated at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements, including details on inputs, valuation techniques and the fair value levels within the fair value hierarchy.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation of investments included in the accompanying Statement of Changes in Net Assets available for Benefits includes realized gains or losses from the sale of investments during the year, the change in unrealized appreciation or depreciation in the fair value of investments held during the year and any investment related expenses, such as investment manager fees.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015.

Plan Distributions

Benefit payments to participants are recorded upon distribution. The Northern Trust Company (“Trustee”) uses a distribution account to make all benefit payments. Amounts are transferred from the participant’s investment fund(s) to this account as directed by the Plan administrator.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2016 and 2015

Administrative Expenses

Administrative expenses paid by the Plan include recordkeeping fees, investment consulting fees, custody fees, and most other administrative fees. Expenses paid by the Company include audit fees, legal fees, and some other administrative fees and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are included in the principal amount borrowed and are charged directly to a participant by reducing the amount of principal disbursed to the participant at loan origination. Investment related expenses, such as investment management fees are included in net appreciation/(depreciation) in fair value of investments.

Risks and Uncertainties

The Plan provides various options for investing in securities. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent) ("ASU 2015-07"). ASU 2015-07 removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient under Accounting Standards Codification 820. ASU 2015-07 is effective for the Plan for years beginning after December 15, 2016 with early adoption permitted.

The Plan's administrator elected to adopt the amendments for the year ended December 31, 2016. Accordingly, the amendment was retrospectively applied resulting in the removal of investments for which fair value is measured using the NAV per share practical expedient from the fair value tables in Note 5 - Fair Value Measurements. The total amount of the investments measured at NAV is disclosed so that total investments in the fair value tables can be reconciled to total investments at fair value on the statements of net assets.

In July 2015, FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965), a three-part update to the guidance for plan accounting of employee benefit plans. The update simplifies employee benefit plan reporting as outlined in Part (I) for fully benefit-responsive investment contracts and in Part (II) for plan investment disclosures. Part (III) provides for a measurement date practical expedient and is not applicable to the Plan. Parts (I) and (II) are effective for fiscal years beginning after December 15, 2015 and should be applied retrospectively, with early application permitted.

Parts I and II of the guidance were adopted for the year ended December 31, 2016 and applied retrospectively for the year ended December 31, 2016. Accordingly, for Part (I), the adjustment from fair value to contract value on the statements of net assets has been removed, the average-yield disclosures have been removed from Note 4 – Galliard Stable Value Fund and the fully benefit responsive investment contracts held in the Galliard Stable Value Fund at contract have been excluded from the fair value leveling in Note 5 – Fair Value Measurements. In accordance with Part II, in Note 5 - Fair Value Measurements the level of disaggregation of investments that are measured at fair value has been simplified by disaggregating investments by general type instead of disaggregating by nature, characteristics and risks and the investment strategies for investments measured at NAV have been removed for funds that file an annual report on Form 5500 as a direct-filing entity. In addition, the disclosure of individual investments greater than 5% of net assets and the net appreciation or depreciation in fair value of investments by general type have been removed from the former Investments note.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2016 and 2015

NOTE 3 – PLAN MERGERS/BATCH ROLLOVERS

The Plan did not merge with any other plan during 2016, but did accept batch rollovers during 2016 in connection with the Company's acquisition of certain assets and service lines of Pearson. As a result of this transaction, more than 700 Pearson employees were hired by the Company and permitted to rollover their account balances from Pearson's plan into the Plan.

NOTE 4 – GALLIARD STABLE VALUE FUND

The Plan assets include benefit-responsive investment contracts via investment in the Galliard Stable Value Fund ("the Fund"), an investment option of the Plan. The Fund is solely owned by the Plan and therefore the Plan owns the Fund's underlying contracts and investments.

The Fund primarily invests in security-backed contracts issued by insurance companies and other financial institutions. A security-backed contract is an investment contract issued by an insurance company or other financial institution, backed by a portfolio of bonds or units of a collective fund that are owned by the Fund. The portfolio underlying the contract is maintained separately from the contract issuer's general assets, usually by a third party custodian. These contracts typically allow for realized and unrealized gains and losses on the underlying assets to be amortized, usually over the duration of the underlying investments, through adjustment to the future interest crediting rate, rather than reflected immediately in the net assets of the Fund. The security-backed contracts are designed to reset their respective crediting rates on a quarterly basis and cannot credit an interest rate that is less than 0%. The issuer guarantees that all qualified participant withdrawals will be at contract value.

The Fund's investments are reported at contract value, except for a short-term investment collective trust fund used for liquidity, which is at fair value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transaction under the terms of the Plan. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Risks arise when entering into any investment contract due to the potential inability of the issuer to meet the terms of the contract. In addition, security-backed contracts have the risk of default or the lack of liquidity of the underlying portfolio assets. The credit risk of each issuer is evaluated and monitored through Galliard's credit analysis, and the underlying portfolio assets are rated investment grade at the time of purchase.

The primary variables impacting the future crediting rates of security-backed contracts include:

- The current yield of the assets underlying the contract;
- The duration of the assets underlying the contract; and
- The existing difference between the fair value and contract value of the assets within the contract.

The crediting rate of security-backed contracts will track current market yields on a trailing basis. The rate reset allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

Security-backed contracts generally provide for withdrawals associated with certain events which are not in the ordinary course of Fund operations and are paid with a market value adjustment. Events that may trigger a market value adjustment can include the following:

- Material amendments to the Fund's structure or administration;
- Changes to the participating plans' competing investment options including the elimination of equity wash provisions;
- Complete or partial termination of the Fund, including merger with another fund;
- The failure of the Fund to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the ERISA;

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2016 and 2015

- The redemption of all or a portion of the interests in the Fund held by a participating plan including withdrawals due to the removal of a specifically identifiable group of employees from coverage under the participating plan, the closing or sale of a subsidiary, employing unit, or affiliate, the bankruptcy or insolvency of a plan sponsor, the merger of the plan with another plan, or the plan sponsor's establishment of another tax qualified defined contribution plan;
- Any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to the Funds or participating plans; and
- The delivery of any communication to plan participants designed to influence a participant not to invest in the Fund.

At this time, the Fund does not believe that the occurrence of any such market value event, which would limit the Fund's ability to transact at contract value with participants, is probable. Participants may redeem their shares at any time at contract value. However, there is a 90 day equity wash restriction for transfers from the Stable Value Fund to the brokerage option.

NOTE 5 – FAIR VALUE MEASUREMENTS

Various inputs are used in determining the fair value of the Plan's investments. These inputs are categorized in the three tier value hierarchy, which prioritizes valuation methodology based on the reliability of inputs, as listed below:

Level 1 – Valuations based on quoted prices for identical assets and liabilities in active markets.

Level 2 – Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Valuations based on unobservable inputs reflecting the Plan's own assumptions, consistent with reasonably available assumptions made by other market participants.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of the input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description by major asset categories of the valuation methodologies and levels used for determining fair value. There have been no changes in the methodology used at December 31, 2016 and 2015.

Cash – Carrying value approximates fair value. Cash is classified as Level 1.

Fixed income securities – Fixed income securities are typically priced based on a valuation model rather than a last trade basis and are not exchange-traded. These valuation models involve utilizing dealer quotes, analyzing market information, estimating prepayment speeds and evaluating underlying collateral. Accordingly, these fixed income securities, primarily consisting of government bonds, corporate bonds and asset-backed securities, are classified as Level 2.

Equity securities – The values of individual equity securities, primarily common stock and exchange traded real estate investment trusts, are based on quoted prices in active markets. As such, these assets are classified as Level 1.

Collective trust funds – The fair values of participation units held in collective trusts are based on the NAV reported by the fund managers as of the financial statement dates and recent transaction prices, but are not quoted on active markets. The NAV is used as a practical expedient. Each collective trust provides for daily redemptions by the Plan at reported NAVs per share, with no advance notice requirement. There are no unfunded commitments associated with the collective trust funds held by the Plan.

Registered investment companies – Valued at the NAV of shares held by the Plan at year end. NAV is derived by the quoted prices of underlying investments and is used as a practical expedient. All funds that are separately managed and not traded on an exchange.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2016 and 2015

Each fund provides for daily redemptions by the Plan at reported NAVs per share, with no advance notice requirement. There are no unfunded commitments associated with the funds held by the Plan.

Self-directed brokerage accounts – The individually managed self-directed brokerage accounts are also classified as Level 1 since the underlying investments are actively traded on a market or exchange.

The valuation methodologies described above may generate a fair value calculation that may not be indicative of net realizable value or future fair values. While the Plan believes the valuation methodologies used are appropriate, the use of different methodologies or assumptions in calculating fair value could result in different amounts. The Plan invests in various assets in which valuation is determined by NAV. The Plan believes that the NAV is representative of fair value at the reporting date, as there are no significant restrictions on redemption of these investments or other reasons to indicate that the investment would be redeemed at an amount different than the NAV.

The fair values of the Plan's investments as of December 31, 2016 and 2015 were as follows:

Investment Category	Level 1	Level 2	Level 3	Total as of December 31, 2016
Cash	\$ 1,477,417	\$ -	\$ -	\$ 1,477,417
Equity securities	221,206,804	-	-	221,206,804
Self-directed brokerage accounts	35,673,610	-	-	35,673,610
Subtotal	258,357,831	-	-	258,357,831
<i>Investments measured at NAV*:</i>				
Collective trust funds				545,480,943
Registered investment companies				122,941,784
Total investments at NAV				668,422,727
Total				<u>\$ 926,780,558</u>

Investment Category	Level 1	Level 2	Level 3	Total as of December 31, 2015
Cash	\$ 434,867	\$ -	\$ -	\$ 434,867
Fixed income securities	-	83,577,274	-	83,577,274
Equity securities	659,872,398	-	-	659,872,398
Self-directed brokerage accounts	63,150,731	-	-	63,150,731
Subtotal	723,457,996	83,577,274	-	807,035,270
<i>Investments measured at NAV*:</i>				
Collective trust funds				1,091,039,270
Registered investment companies				196,611,630
Total investments at NAV				1,287,650,900
Total				<u>\$ 2,094,686,170</u>

* In accordance with U.S. GAAP, certain investments that are measured at NAV per share (or its equivalent) as a practical expedient are not classified in the fair value hierarchy as of December 31, 2016 and 2015. The fair value amounts presented in this table for such investments are intended to permit reconciliation of the fair value hierarchy to the investments at fair value presented in the statements of net assets available for benefits.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2016 and 2015

NOTE 6 – TAX STATUS OF THE PLAN

The Plan obtained its latest determination letter on September 30, 2016, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code, including Sections 401(a) and 401(k) of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator, having consulted with the Plan's counsel, believes that the Plan remains tax-exempt as of the financial statement date.

US GAAP requires Plan management to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken. The Plan has not recognized interest or penalties related to uncertain tax positions. The Plan is currently under audit for the 2015 plan year.

NOTE 7 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, the rights of the participants in their account balances will, to the extent not already vested, become 100% vested.

NOTE 8 – RELATED PARTY TRANSACTIONS

At December 31, 2016, the Plan no longer held shares of Company common stock. At December 31, 2015, the Plan held an aggregate of 2,012,712 shares of Company common stock in the TRASOP Fund and the RR Donnelley Stock Fund, with an original cost of \$37,451,442 and a market value of \$29,627,121. These investments qualify as party-in-interest transactions. However, they are exempt from the prohibited transactions rules of ERISA.

Certain plan investments are managed by the Trustee. Fees paid by the Plan to the Trustee for investment management services are party-in-interest transactions, for which there is an exemption.

The Plan reimburses the Company for certain employees' compensation and related benefit costs related to the administration of the Plan and such reimbursements constitute a party-in-interest transaction for which there is an exemption.

NOTE 9 – INFORMATION CERTIFIED BY THE TRUSTEE AND PRINCIPAL

The Plan administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements is complete and accurate as specified:

- Plan investments and notes receivable from participants as shown in the statements of net assets available for plan benefits as of December 31, 2016 and 2015
- Investment income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for plan benefits for the year ended December 31, 2016
- Supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2016 and 2015

NOTE 10 – RECONCILIATION TO FORM 5500

The following table reconciles the financial statements to the Plan Form 5500 as filed for the Plan:

	<u>2016</u>	<u>2015</u>
Net Assets Available for Benefits per the financial statements	\$ 1,115,889,745	\$ 2,574,378,813
Add: Contract value to fair value adjustment for fully benefit-responsive investment contracts reported at fair value on Form 5500	1,023,130	4,432,747
Less: Deemed loans distributions	<u>(668,094)</u>	<u>(558,158)</u>
Net Assets Available for Benefits per the Form 5500	<u>\$ 1,116,244,781</u>	<u>\$ 2,578,253,402</u>

The following is a reconciliation of the net decrease in net assets per the financial statements to the Plan Form 5500 for the year ended December 31, 2016:

Net decrease in Net Assets Available for Benefits per the financial statements	\$ (1,458,489,068)
Less: 2015 contract value to fair value adjustment	(4,432,747)
Add: 2016 contract value to fair value adjustment	1,023,130
Less: change in deemed loans	<u>(109,936)</u>
Net decrease in Net Assets Available for Benefits per the Form 5500	<u>\$ (1,462,008,621)</u>

NOTE 11 – PLAN AMENDMENTS

The Plan is amended from time to time in connection with acquisitions to provide, among other things, eligibility to participate in the Plan, recognition of prior service, and matching and/or profit-sharing contributions for certain (usually collectively bargained) participants. The Plan was amended and restated, effective January 1, 2015, to reflect previous amendments and to effect certain plan design changes. During 2016, the Plan was amended to eliminate the TRASOP Fund and the RR Donnelley Stock Fund and for certain administrative and compliance changes.

NOTE 12 – PROHIBITED TRANSACTION

During 2016, Berkshire Hathaway Inc. (“Berkshire Hathaway”) became the beneficial owner of more than 10% of the outstanding common shares of Wells Fargo & Company (“Wells Fargo”), an affiliate of which is one of the asset managers for the Plan. After becoming aware of Berkshire Hathaway’s 10% ownership, Wells Fargo conducted a review to determine whether such beneficial ownership of Wells Fargo common stock could have any impact on the discretionary asset management services conducted by Wells Fargo’s affiliates. Based on this review, Wells Fargo decided to treat certain purchases of bonds issued by Berkshire Hathaway and certain of its subsidiaries (the “Berkshire Hathaway bonds”) as non-exempt prohibited transactions under ERISA and took actions to correct the transactions.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2016 and 2015

In August 2016, Wells Fargo's affiliate sold the Berkshire Hathaway bonds from the Plan's portfolio. Subsequently, Wells Fargo prepared and filed a Form 5330 with the Internal Revenue Service in the name of the Plan to report and pay excise taxes of \$374. In addition, Wells Fargo will continue to restrict any further purchases of debt securities of Berkshire Hathaway in the Plan's accounts for so long as Berkshire Hathaway is the beneficial owner of 10% or more of Wells Fargo common stock.

NOTE 13 – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 12, 2017, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan's financial statements.

During 2016 the Company acquired Precision Dialogue. Precision Dialogue terminated its savings plan and the Company permitted Precision Dialogue employees to rollover their account balances from the Precision Dialogue plan into the Plan during 2017.

SUPPLEMENTARY INFORMATION

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2016
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	INTEREST BEARING CASH			
	United States dollar			\$ 1,477,417
	COMMON STOCK			
	2U INC			406,603
	ACADIA HEALTHCARE CO INC			400,742
	ADOBE SYS INC			1,172,601
	ADR ALIBABA GROUP HOLDING LTD			850,879
	ADR CONTROLADORA VUELA COMPANIA DE AVIACION			861,777
	ADR CTRIP COM INTL LTD			764,000
	AES CORP			954,664
	AFLAC INC			207,338
	AGNICO-EAGLE MINES LTD			469,392
	AKAMAI TECHNOLOGIES INC			266,387
	ALBEMARLE CORP			438,233
	ALEXION PHARMACEUTICALS INC			929,860
	ALKERMES PLC SHS			30,180
	ALLEGHENY TECHNOLOGIES INC			947,246
	ALLSTATE CORP			1,306,810
	ALLY FINL INC			817,822
	ALPHABET INC			1,985,087
	ALPHABET INC			2,132,539
	AMAZON COM INC			3,033,224
	AMER ELEC PWR CO INC			1,159,849
	AMERICAN AIRLINES INC			434,264
	AMERICAN INTERNATIONAL GROUP INC			1,687,153
	AMGEN INC			528,403
	AMPLIFY SNACK BRANDS INC			73,334
	APPLE INC			3,069,230
	APPLIED MATERIALS INC			1,098,729
	ARMSTRONG WORLD INDS INC			243,652
	ARTISAN PARTNERS ASSET MGMT INC			324,602
	ASPEN TECHNOLOGY INC			308,669
	ASSURED GUARANTY LTD			589,741
	ASTRONICS CORP			99,693
	AT&T INC			1,445,850
	AUTOMATIC DATA PROCESSING INC			452,232
	AVERY DENNISON CORP			64,392
	AXIS CAPITAL HOLDINGS LTD			309,315
	BANK OF AMERICA CORP			3,024,208
	BEACON ROOFING SUPPLY INC			455,079
	BED BATH & BEYOND INC			306,913
	BELDEN INC			948,532
	BENEFITFOCUS INC			36,175
	BERKLEY W R CORP			410,699
	BERRY GLOBAL GROUP INC			1,169,812
	BEST BUY INC			383,006
	BIG LOTS INC			114,780
	BIOGEN INC			51,895
	BMC STK HLDGS INC			452,654
	BOISE CASCADE CO			264,555
	BOSTON SCIENTIFIC CORP			964,482
	BRIGHTCOVE INC			429,967
	BROADCOM LIMITED			1,377,038
	CA INC			474,898
	CAESARSTONE LTD			368,038
	CARDIOVASCULAR SYS INC			465,219
	CAREER EDUCATION			552,004
	CARPENTER TECHNOLOGY CORP			64,961
	CARRIZO OIL & GAS INC			706,475
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	CELANESE CORP			392,913
	CELGENE CORP			2,262,913
	CELLEX THERAPEUTICS INC			85,328
	CHARTER COMMUNICATIONS INC			846,197
	CHEVRON CORP			1,006,217
	CITIGROUP INC			2,604,757
	CITIZENS FINL GROUP INC			1,230,625
	CITRIX SYS INC			535,860
	CLEARWATER PAPER CORP			311,100
	COEUR MNG INC			547,854
	COGENT COMMUNICATIONS HLDGS INC			1,035,776
	COMCAST CORP			1,346,475
	CONFORMIS INC			67,335
	CONSOL ENERGY INC			521,633
	CONTROL4 CORP			299,411
	COOPER COS INC			998,500
	COOPER TIRE & RUBBER CO			171,639
	COSTAR GROUP INC			874,594
	COSTCO WHOLESALE CORP			1,224,842
	CREE INC			393,026
	CUBIC CORP			135,651
	CYPRESS SEMICONDUCTOR CORP			540,563
	DANA INC			347,069
	DANAHER CORP			1,111,555
	DARLING INGREDIENTS INC			117,649
	DEAN FOODS CO			514,879
	DELTA AIR LINES INC			500,508
	DEXCOM INC			490,376
	DIAMONDBACK ENERGY INC			751,886
	DOLLAR TREE INC			1,134,546
	DOMINION DIAMOND CORP			136,953
	DOMTAR CORP			212,674
	DRIL-QUIP INC			325,051
	DXP ENTERPRISES INC			236,093
	E TRADE FINL CORP			313,444
	EAGLE MATLS INC			619,261
	EBAY INC			1,027,541
	ECOLAB INC			829,918
	EDISON INTL			1,052,710
	EDWARDS LIFESCIENCES			1,516,254
	ELECTR ARTS			794,688
	ELI LILLY & CO			570,013
	ELLIE MAE INC			499,402
	ENCORE WIRE CORP			270,157
	ENSCO PLC			676,561
	ENTERGY CORP			864,962
	EURONET WORLDWIDE INC			252,926
	EVEREST RE GROUP			1,012,969
	EXELON CORP			121,802
	EXPEDIA INC			779,366
	EXXON MOBIL CORP			2,274,913
	FACEBOOK INC			2,512,692
	FEDEX CORP			954,089
	FERROGLOBE PLC COM NPV			907,933
	FIDELITY NATL INFORMATION SVCS INC			961,384
	FISERV INC			813,042
	FLEETCOR TECHNOLOGIES INC			1,140,651
	FLEX LTD			622,868
	FMC CORP			607,454
	FORTIVE CORP			885,968
	GEN MTRS CO			701,016
	GENERAC HLDGS INC			652,247

RR DONNELLEY SAVINGS PLAN
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(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	GENERAL DYNAMICS CORP			940,997
	GENWORTH FINL INC			78,139
	GILEAD SCIENCES INC			999,962
	GLOBAL EAGLE ENTERTAINMENT INC			552,408
	GLOBAL PMTS INC			329,698
	GOGO INC			320,939
	GOODYEAR TIRE & RUBBER CO			604,959
	GRANITE CONST INC			235,290
	GRAPHIC PACKAGING HLDG CO			169,516
	GREEN DOT CORP			475,004
	GREENHILL & CO INC			314,340
	HARMAN INTL			584,590
	HARTFORD FINL SVCS GROUP INC			159,580
	HAWAIIAN HOLDINGS INC			1,186,227
	HELMERICH & PAYNE INC			327,092
	HOME DEPOT INC			1,618,346
	HONEYWELL INTL INC			1,384,408
	HP INC			304,190
	HUNTINGTON INGALLS INDS INC			232,448
	ILLUMINA INC			358,512
	IMAX CORP			422,110
	INFINERA CORP			152,022
	INGREDION INC			539,452
	INNOPHOS HLDGS INC			188,084
	INSULET CORP			937,478
	INTEGRATED DEVICE TECHNOLOGY INC			410,910
	INTEL CORP			1,597,947
	INTERCONTINENTAL EXCHANGE INC			925,288
	INTERFACE INC			239,852
	INTUIT			1,912,956
	INTUITIVE SURGICAL INC			960,768
	ITRON INC			820,004
	JABIL INC			602,141
	JETBLUE AWYS CORP			558,056
	JOHNSON & JOHNSON			3,135,555
	JPMORGAN CHASE & CO			4,639,382
	KAR AUCTION SVCS INC			230,702
	KIRBY CORP			364,287
	KRATON CORPORATION			681,384
	LEAR CORP			876,289
	LEUCADIA NATL CORP			473,695
	LINCOLN NATL CORP			701,667
	LIONS GATE ENMTT CORP			445,779
	LOUISIANA-PACIFIC CORP			717,750
	LPL FINL HLDGS INC			182,141
	LSI INDS INC OHIO			203,809
	LULULEMON ATHLETICA INC			679,145
	LYONDELLBASELL IND N V			1,116,255
	MARINEMAX INC			335,219
	MARTIN MARIETTA MATLS INC			432,205
	MASTEC INC			1,398,382
	MASTERCARD INC CL A			1,596,245
	MAXIM INTEGRATED PRODS INC			425,311
	MERCK & CO INC			877,281
	MERITOR INC			389,342
	MICHAEL KORS HOLDINGS LTD			709,858
	MICRON TECH INC			927,216
	MICROSOFT CORP			2,656,050
	MOBILEYE NV			73,915
	MOBILEYE NV			747,914
	MODINE MFG CO			218,643
	MONOLITHIC PWR SYS INC			878,699

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	MOODYS CORP			738,134
	MRC GLOBAL INC			335,303
	MYRIAD GENETICS INC			299,427
	NABORS INDUSTRIES			588,809
	NETFLIX INC			814,604
	NIKE INC			2,010,326
	NORTHROP GRUMMAN CORP			1,010,560
	NU SKIN ENTERPRISES INC			301,778
	NUANCE COMMUNICATIONS INC			437,091
	O REILLY AUTOMOTIVE INC			1,063,526
	OCEANEERING INTL INC			470,430
	ON SEMICONDUCTOR CORP			338,765
	OWENS CORNING			1,077,398
	PACWEST BANCORP			807,890
	PATTERSON-UTI ENERGY INC			735,508
	PAYPAL HLDGS INC			1,435,919
	PEPSICO INC			1,880,097
	PFIZER INC			2,437,007
	PHILIP MORRIS INTL			1,085,529
	PIONEER NAT RES CO			818,418
	PLANET FITNESS INC			3,337
	POPULAR INC			1,050,015
	PRIMORIS SVCS CORP			23,486
	PRUDENTIAL FINL INC			652,976
	PUB SERVICE ENTERPRISE GROUP INC			735,517
	QIAGEN			312,927
	QORVO INC			935,483
	QUANTA SVCS INC			1,017,411
	QUICKLOGIC CORP			131,532
	RAYMOND JAMES FNCL INC			499,367
	RAYTHEON CO			1,417,160
	REGENERON PHARMACEUTICALS INC			1,020,510
	REINSURANCE GROUP AMER INC			482,432
	RELIANCE STL & ALUM CO			324,046
	ROGERS CORP			697,896
	ROWAN COMPANIES PLC			842,437
	S.W. AIRL CO			1,091,895
	SALESFORCE			1,558,834
	SANDERSON FARMS INC			601,534
	SANGAMO THERAPEUTICS INC			35,292
	SEACHANGE INTL INC			53,781
	SEMTECH CORP			207,757
	SERVICENOW INC			906,205
	SHERWIN-WILLIAMS CO			888,186
	SIGNATURE BK NY			334,646
	SILICON LABORATORIES INC			209,495
	SILVER SPRING NETWORKS INC			232,805
	SKYWORKS SOLUTIONS INC			810,509
	SOUTHWESTERN ENERGY CO			83,033
	SPIRIT AEROSYSTEMS HLDGS INC			1,050,417
	SPIRIT AIRLS INC			242,376
	SPLUNK INC			869,550
	STARBUCKS CORP			1,807,176
	STEEL DYNAMICS INC			195,441
	STERIS PLC NEW STERIS LTD			337,624
	SUN TR BANKS INC			1,349,858
	SWIFT TRANSN CO			369,614
	SYNAPTICS INC			180,832
	SYSCO CORP			953,748
	TAILORED BRANDS INC			274,714
	TAKE-TWO INTERACTIVE SOFTWARE INC			392,250
	TANDEM DIABETES CARE INC			52,228

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	TENNECO INC			121,879
	TESORO CORP			1,099,684
	THE PRICELINE GROUP INC			1,370,766
	THERMO FISHER CORP			905,862
	TIVO CORP			1,696,516
	TRAVELERS COS INC			1,352,006
	TREX CO INC			406,364
	TRINSEO S A			402,706
	TRONOX LTD			362,438
	TUTOR PERINI CORP			623,336
	TYSON FOODS INC			363,542
	UNION PAC CORP			959,040
	UNITED CONTL HLDGS INC			4,342,409
	UNITED THERAPEUTICS CORP			1,165,942
	UNITEDHEALTH GROUP INC			2,326,982
	UNUM GROUP			457,399
	UNVL DISPLAY CORP			534,343
	UNVL ELECTRS INC			259,426
	VALERO ENERGY CORP			1,412,584
	VEECO INSTRS			702,182
	VEECO INSTRS INC			812,848
	VERIFONE SYSTEMS INC			88,739
	VERISIGN INC			978,032
	VERIZON COMMUNICATIONS			1,786,842
	VISA INC			3,145,766
	VISTEON CORP			57,604
	VOYA FINL INC			1,142,792
	WABCO HLDGS INC			206,780
	WAL-MART STORES INC			1,119,398
	WATSCO INC			501,682
	WEB COM GROUP INC			144,793
	WEBSTER FNCL CORP WATERBURY CONN			349,617
	XEROX CORP			111,421
	XPERI CORP			836,750
	ZOETIS INC			1,735,978
	TOTAL COMMON STOCK			216,898,192
	COMMON/COLLECTIVE TRUSTS			
	ALLIANCE BERNSTEIN EMERGING MARKETS MULTI-ASSET COLLECTIVE TR			46,268,549
	ARROWSTREET INTERNATIONAL EQUITY EAF			59,084,789
*	COLTV SHORT TERM INVT FD			6,698,232
	LOOMIS SAYLES CORE PLUS FIXED INCOME TRUST FUND			74,076,879
*	NORTHERN TRUST COLLECTIVE EXTENDED EQTY MKT IDX FD			49,031,748
*	NORTHERN TRUST COLLECTIVE TIPS INDEX FD			15,446,678
*	NT COLLECTIVE AGGREGATE BOND INDEX FUND			56,246,846
*	NT COLLECTIVE ALL CTY WLD EX-US INVSTBL MKT IDX FD			73,421,462
	WELLS FARGO / BLACKROCK SHORT-TERM INVESTMENT FUND S			9,253,587
	WELLS FARGO FIXED INCOME A			38,268,621
	WELLS FARGO FIXED INCOME F			95,912,645
	WELLS FARGO FIXED INCOME L			37,336,979
	TOTAL COMMON/COLLECTIVE TRUSTS			561,047,015
	REGISTERED INVESTMENT COMPANIES			
	DEUTSCHE REAL ESTATE SEC-INSTL			8,750,556
	DFA U.S SMALL CAP VALUE PORTFOLIO			50,922,735
*	NT COLLECTIVE S&P500 INDEX FUND			155,952,174
	PIMCO FDS PAC INVT MGMT SER ALL AST FD INSTL CL			33,498,452
	WELLS FARGO FUNDS TRUST TOTAL RETURNBD FD CL R6			29,770,041
	TOTAL REGISTERED INVESTMENT COMPANIES			278,893,958

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OTHER ASSETS				
	SELF-DIRECTED BROKERAGE ACCOUNTS			35,673,610
	AMERICAN HOMES 4 RENT			654,534
	AMERICAN TOWER CORP			810,566
	CBL & ASSOC PPTYS INCCOM			237,176
	COLONY NORTHSTAR			155,409
	DUPONT FABROS TECH INC REIT			525,930
	HOSPITALITY PPTYS TR			693,360
	HOST HOTELS & RESORTS INC REIT			308,825
	HUDSON PACIFIC PROPERTIES INC			289,787
	MACK CALI RLTY CORP REIT			288,430
	OMEGA HEALTHCARE INVS INC REIT			6,283
	PIEDMONT OFFICE REALTY TRU-A			251,840
	SENIOR HSG PPTYS TR			86,472
	TOTAL OTHER ASSETS			39,982,222
* PARTICIPANT LOANS		Interest Rates 4.0%-10.5%		19,425,275
	TOTAL			<u><u>\$ 1,117,724,079</u></u>

* Party in interest

** Cost information omitted as all investments are fully participant directed.

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	United States dollar			\$ 1,477,417
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	AES CORP			954,664
	AFLAC INC			207,338
	AGNICO-EAGLE MINES LTD			469,392
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	BANK OF AMERICA CORP			3,024,208
	BEACON ROOFING SUPPLY INC			455,079
	BED BATH & BEYOND INC			306,913
	BELDEN INC			948,532
	BENEFITFOCUS INC			36,175
	BERKLEY W R CORP			410,699
	BERRY GLOBAL GROUP INC			1,169,812
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	BRIGHTCOVE INC			429,967
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	CA INC			474,898
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	CHARTER COMMUNICATIONS INC			846,197
	CHEVRON CORP			1,006,217
	CITIGROUP INC			2,604,757
	CITIZENS FINL GROUP INC			1,230,625
	CITRIX SYS INC			535,860
	CLEARWATER PAPER CORP			311,100
	COEUR MNG INC			547,854
	COGENT COMMUNICATIONS HLDGS INC			1,035,776
	COMCAST CORP			1,346,475
	CONFORMIS INC			67,335
	CONSOL ENERGY INC			521,633
	CONTROL4 CORP			299,411
	COOPER COS INC			998,500
	COOPER TIRE & RUBBER CO			171,639
	COSTAR GROUP INC			874,594
	COSTCO WHOLESALE CORP			1,224,842
	CREE INC			393,026
	CUBIC CORP			135,651
	CYPRESS SEMICONDUCTOR CORP			540,563
	DANA INC			347,069
	DANAHER CORP			1,111,555
	DARLING INGREDIENTS INC			117,649
	DEAN FOODS CO			514,879
	DELTA AIR LINES INC			500,508
	DEXCOM INC			490,376
	DIAMONDBACK ENERGY INC			751,886
	DOLLAR TREE INC			1,134,546
	DOMINION DIAMOND CORP			136,953
	DOMTAR CORP			212,674
	DRIL-QUIP INC			325,051
	DXP ENTERPRISES INC			236,093
	E TRADE FINL CORP			313,444
	EAGLE MATLS INC			619,261
	EBAY INC			1,027,541
	ECOLAB INC			829,918
	EDISON INTL			1,052,710
	EDWARDS LIFESCIENCES			1,516,254
	ELECTR ARTS			794,688
	ELI LILLY & CO			570,013
	ELLIE MAE INC			499,402
	ENCORE WIRE CORP			270,157
	ENSCO PLC			676,561
	ENTERGY CORP			864,962
	EURONET WORLDWIDE INC			252,926
	EVEREST RE GROUP			1,012,969
	EXELON CORP			121,802
	EXPEDIA INC			779,366
	EXXON MOBIL CORP			2,274,913
	FACEBOOK INC			2,512,692
	FEDEX CORP			954,089
	FERROGLOBE PLC COM NPV			907,933
	FIDELITY NATL INFORMATION SVCS INC			961,384
	FISERV INC			813,042
	FLEETCOR TECHNOLOGIES INC			1,140,651
	FLEX LTD			622,868
	FMC CORP			607,454
	FORTIVE CORP			885,968
	GEN MTRS CO			701,016
	GENERAC HLDGS INC			652,247

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2016
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	GENERAL DYNAMICS CORP			940,997
	GENWORTH FINL INC			78,139
	GILEAD SCIENCES INC			999,962
	GLOBAL EAGLE ENTERTAINMENT INC			552,408
	GLOBAL PMTS INC			329,698
	GOGO INC			320,939
	GOODYEAR TIRE & RUBBER CO			604,959
	GRANITE CONST INC			235,290
	GRAPHIC PACKAGING HLDG CO			169,516
	GREEN DOT CORP			475,004
	GREENHILL & CO INC			314,340
	HARMAN INTL			584,590
	HARTFORD FINL SVCS GROUP INC			159,580
	HAWAIIAN HOLDINGS INC			1,186,227
	HELMERICH & PAYNE INC			327,092
	HOME DEPOT INC			1,618,346
	HONEYWELL INTL INC			1,384,408
	HP INC			304,190
	HUNTINGTON INGALLS INDS INC			232,448
	ILLUMINA INC			358,512
	IMAX CORP			422,110
	INFINERA CORP			152,022
	INGREDION INC			539,452
	INNOPHOS HLDGS INC			188,084
	INSULET CORP			937,478
	INTEGRATED DEVICE TECHNOLOGY INC			410,910
	INTEL CORP			1,597,947
	INTERCONTINENTAL EXCHANGE INC			925,288
	INTERFACE INC			239,852
	INTUIT			1,912,956
	INTUITIVE SURGICAL INC			960,768
	ITRON INC			820,004
	JABIL INC			602,141
	JETBLUE AWYS CORP			558,056
	JOHNSON & JOHNSON			3,135,555
	JPMORGAN CHASE & CO			4,639,382
	KAR AUCTION SVCS INC			230,702
	KIRBY CORP			364,287
	KRATON CORPORATION			681,384
	LEAR CORP			876,289
	LEUCADIA NATL CORP			473,695
	LINCOLN NATL CORP			701,667
	LIONS GATE ENMTT CORP			445,779
	LOUISIANA-PACIFIC CORP			717,750
	LPL FINL HLDGS INC			182,141
	LSI INDS INC OHIO			203,809
	LULULEMON ATHLETICA INC			679,145
	LYONDELLBASELL IND N V			1,116,255
	MARINEMAX INC			335,219
	MARTIN MARIETTA MATLS INC			432,205
	MASTEC INC			1,398,382
	MASTERCARD INC CL A			1,596,245
	MAXIM INTEGRATED PRODS INC			425,311
	MERCK & CO INC			877,281
	MERITOR INC			389,342
	MICHAEL KORS HOLDINGS LTD			709,858
	MICRON TECH INC			927,216
	MICROSOFT CORP			2,656,050
	MOBILEYE NV			73,915
	MOBILEYE NV			747,914
	MODINE MFG CO			218,643
	MONOLITHIC PWR SYS INC			878,699

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2016
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	MOODYS CORP			738,134
	MRC GLOBAL INC			335,303
	MYRIAD GENETICS INC			299,427
	NABORS INDUSTRIES			588,809
	NETFLIX INC			814,604
	NIKE INC			2,010,326
	NORTHROP GRUMMAN CORP			1,010,560
	NU SKIN ENTERPRISES INC			301,778
	NUANCE COMMUNICATIONS INC			437,091
	O REILLY AUTOMOTIVE INC			1,063,526
	OCEANEERING INTL INC			470,430
	ON SEMICONDUCTOR CORP			338,765
	OWENS CORNING			1,077,398
	PACWEST BANCORP			807,890
	PATTERSON-UTI ENERGY INC			735,508
	PAYPAL HLDGS INC			1,435,919
	PEPSICO INC			1,880,097
	PFIZER INC			2,437,007
	PHILIP MORRIS INTL			1,085,529
	PIONEER NAT RES CO			818,418
	PLANET FITNESS INC			3,337
	POPULAR INC			1,050,015
	PRIMORIS SVCS CORP			23,486
	PRUDENTIAL FINL INC			652,976
	PUB SERVICE ENTERPRISE GROUP INC			735,517
	QIAGEN			312,927
	QORVO INC			935,483
	QUANTA SVCS INC			1,017,411
	QUICKLOGIC CORP			131,532
	RAYMOND JAMES FNCL INC			499,367
	RAYTHEON CO			1,417,160
	REGENERON PHARMACEUTICALS INC			1,020,510
	REINSURANCE GROUP AMER INC			482,432
	RELIANCE STL & ALUM CO			324,046
	ROGERS CORP			697,896
	ROWAN COMPANIES PLC			842,437
	S.W. AIRL CO			1,091,895
	SALESFORCE			1,558,834
	SANDERSON FARMS INC			601,534
	SANGAMO THERAPEUTICS INC			35,292
	SEACHANGE INTL INC			53,781
	SEMTECH CORP			207,757
	SERVICENOW INC			906,205
	SHERWIN-WILLIAMS CO			888,186
	SIGNATURE BK NY			334,646
	SILICON LABORATORIES INC			209,495
	SILVER SPRING NETWORKS INC			232,805
	SKYWORKS SOLUTIONS INC			810,509
	SOUTHWESTERN ENERGY CO			83,033
	SPIRIT AEROSYSTEMS HLDGS INC			1,050,417
	SPIRIT AIRLS INC			242,376
	SPLUNK INC			869,550
	STARBUCKS CORP			1,807,176
	STEEL DYNAMICS INC			195,441
	STERIS PLC NEW STERIS LTD			337,624
	SUN TR BANKS INC			1,349,858
	SWIFT TRANSN CO			369,614
	SYNAPTICS INC			180,832
	SYSCO CORP			953,748
	TAILORED BRANDS INC			274,714
	TAKE-TWO INTERACTIVE SOFTWARE INC			392,250
	TANDEM DIABETES CARE INC			52,228

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2016
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	TENNECO INC			121,879
	TESORO CORP			1,099,684
	THE PRICELINE GROUP INC			1,370,766
	THERMO FISHER CORP			905,862
	TIVO CORP			1,696,516
	TRAVELERS COS INC			1,352,006
	TREX CO INC			406,364
	TRINSEO S A			402,706
	TRONOX LTD			362,438
	TUTOR PERINI CORP			623,336
	TYSON FOODS INC			363,542
	UNION PAC CORP			959,040
	UNITED CONTL HLDGS INC			4,342,409
	UNITED THERAPEUTICS CORP			1,165,942
	UNITEDHEALTH GROUP INC			2,326,982
	UNUM GROUP			457,399
	UNVL DISPLAY CORP			534,343
	UNVL ELECTRS INC			259,426
	VALERO ENERGY CORP			1,412,584
	VEECO INSTRS			702,182
	VEECO INSTRS INC			812,848
	VERIFONE SYSTEMS INC			88,739
	VERISIGN INC			978,032
	VERIZON COMMUNICATIONS			1,786,842
	VISA INC			3,145,766
	VISTEON CORP			57,604
	VOYA FINL INC			1,142,792
	WABCO HLDGS INC			206,780
	WAL-MART STORES INC			1,119,398
	WATSCO INC			501,682
	WEB COM GROUP INC			144,793
	WEBSTER FNCL CORP WATERBURY CONN			349,617
	XEROX CORP			111,421
	XPERI CORP			836,750
	ZOETIS INC			1,735,978
	TOTAL COMMON STOCK			216,898,192
	COMMON/COLLECTIVE TRUSTS			
	ALLIANCE BERNSTEIN EMERGING MARKETS MULTI-ASSET COLLECTIVE TR			46,268,549
	ARROWSTREET INTERNATIONAL EQUITY EAF			59,084,789
*	COLTV SHORT TERM INVT FD			6,698,232
	LOOMIS SAYLES CORE PLUS FIXED INCOME TRUST FUND			74,076,879
*	NORTHERN TRUST COLLECTIVE EXTENDED EQTY MKT IDX FD			49,031,748
*	NORTHERN TRUST COLLECTIVE TIPS INDEX FD			15,446,678
*	NT COLLECTIVE AGGREGATE BOND INDEX FUND			56,246,846
*	NT COLLECTIVE ALL CTY WLD EX-US INVSTBL MKT IDX FD			73,421,462
	WELLS FARGO / BLACKROCK SHORT-TERM INVESTMENT FUND S			9,253,587
	WELLS FARGO FIXED INCOME A			38,268,621
	WELLS FARGO FIXED INCOME F			95,912,645
	WELLS FARGO FIXED INCOME L			37,336,979
	TOTAL COMMON/COLLECTIVE TRUSTS			561,047,015
	REGISTERED INVESTMENT COMPANIES			
	DEUTSCHE REAL ESTATE SEC-INSTL			8,750,556
	DFA U.S SMALL CAP VALUE PORTFOLIO			50,922,735
*	NT COLLECTIVE S&P500 INDEX FUND			155,952,174
	PIMCO FDS PAC INVT MGMT SER ALL AST FD INSTL CL			33,498,452
	WELLS FARGO FUNDS TRUST TOTAL RETURNBD FD CL R6			29,770,041
	TOTAL REGISTERED INVESTMENT COMPANIES			278,893,958

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
OTHER ASSETS				
	SELF-DIRECTED BROKERAGE ACCOUNTS			35,673,610
	AMERICAN HOMES 4 RENT			654,534
	AMERICAN TOWER CORP			810,566
	CBL & ASSOC PPTYS INCCOM			237,176
	COLONY NORTHSTAR			155,409
	DUPONT FABROS TECH INC REIT			525,930
	HOSPITALITY PPTYS TR			693,360
	HOST HOTELS & RESORTS INC REIT			308,825
	HUDSON PACIFIC PROPERTIES INC			289,787
	MACK CALI RLTY CORP REIT			288,430
	OMEGA HEALTHCARE INVS INC REIT			6,283
	PIEDMONT OFFICE REALTY TRU-A			251,840
	SENIOR HSG PPTYS TR			86,472
	TOTAL OTHER ASSETS			39,982,222
* PARTICIPANT LOANS		Interest Rates 4.0%-10.5%		19,425,275
	TOTAL			<u><u>\$ 1,117,724,079</u></u>

* Party in interest

** Cost information omitted as all investments are fully participant directed.