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VALASSIS COMMUNICATIONS INC

Form S-8

April 29, 2002

As filed with the Securities and Exchange Commission on April 29, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VALASSIS COMMUNICATIONS, INC.
(Exact name of issuer as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

38-2760940
(I.R.S. Employer
Identification No.)

19975 Victor Parkway
Livonia, Michigan 48152
(Address of Principal Executive Offices, Zip Code)

VALASSIS COMMUNICATIONS, INC. AMENDED AND RESTATED 1992 LONG-TERM INCENTIVE PLAN
VALASSIS COMMUNICATIONS, INC. BROAD-BASED INCENTIVE PLAN
(Full Title of the Plan)

Barry P. Hoffman, Esq.
Valassis Communications, Inc.
19975 Victor Parkway
Livonia, Michigan 48152
(Name and Address of Agent for Service)

Telephone number,
including area code,
of Agent for Service:
(734) 591-3000

Copies to:
Mark Thoman, Esq.
McDermott, Will & Emery
50 Rockefeller Plaza
New York, New York 10020
(212) 547-5400

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share(2)	Proposed m aggregate offe
Common Stock, par value \$0.01 share	1,030,000 shares(3)	\$36.516	\$37,611,4
Common Stock, par value	2,390,000 shares(4)	\$36.516	\$87,273,2

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\$0.01 share

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- (1) An undetermined number of additional shares may be issued if the anti-dilution adjustment provisions of such plan become operative.
 - (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act of 1933 on the basis of the average of the high and low prices of the Common Stock for New York Stock Exchange Composite Transactions on April 25, 2002, as reported in The Wall Street Journal.
 - (3) Represents shares reserved for issuance pursuant to options which may be granted under the Valassis Communications, Inc. Broad-Based Incentive Plan.
 - (4) Represents shares reserved for issuance pursuant to options which may be granted under the Valassis Communications, Inc. Amended and Restated 1992 Long-Term Incentive Plan.

EXPLANATORY STATEMENT

This Registration Statement is being filed to register (i) 1,030,000 shares of common stock, par value \$.01 per share (the "Common Stock"), of Valassis Communications, Inc. (the "Company") for issuance pursuant to the Valassis Communications, Inc. Broad-Based Incentive Plan (the "Broad-Based Plan"), and (ii) 2,390,000 shares of Common Stock of the Company for issuance pursuant to the Valassis Communications, Inc. Amended and Restated 1992 Long-Term Incentive Plan (the "Long-Term Plan", and together with the Broad-Based Plan, the "Plans"). The Company filed (i) a registration statement on Form S-8 on November 22, 2000 (File No. 333-50466) in respect of shares of Common Stock to be offered pursuant to the Broad-Based Plan (the "Broad-Based Plan Registration Statement") and (ii) registration statements on Form S-8 on March 17, 1993 (File No. 33-59670), January 3, 1996 (File No. 333-00022), May 18, 1998 (File No. 333-52919) and March 11, 1999 (File No. 333-74263) in respect of shares of Common Stock to be offered pursuant to the Long-Term Plan (together with the Broad-Based Plan Registration Statement, the "Prior Registration Statements"). The Prior Registration Statements are currently effective. The contents of the Prior Registration Statements, to the extent not otherwise amended or superseded by the contents hereof, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

Exhibit No.	Description
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5.1	Opinion (including consent) of McDermott, Will & Emery as to the legality of the securities being offered
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of McDermott, Will & Emery (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Livonia, State of Michigan, on the 17th day of April, 2002.

VALASSIS COMMUNICATIONS, INC.

By /s/ Alan F. Schultz

Alan F. Schultz
President and
Chief Executive Officer

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes Alan F. Schultz, Robert L. Recchia and Barry P. Hoffman, and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent in his or her name, place and stead, to execute in the name and on behalf of such person, individually and in each capacity stated below, and to file any and all post-effective amendments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on the dates indicated.

SIGNATURE	TITLE	DATED
/s/ Alan F. Schultz ----- Alan F. Schultz	Chairman of the Board of Directors, Chief Executive Officer, President and Director (Principal Executive Officer)	April 17, 2002
/s/ Patrick F. Brennan ----- Patrick F. Brennan	Director	April 17, 2002
/s/ Kenneth V. Darish ----- Kenneth V. Darish	Director	April 17, 2002
/s/ Seth Goldstein ----- Seth Goldstein	Director	April 18, 2002
/s/ Barry P. Hoffman -----	Director	April 17, 2002

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Barry P. Hoffman

/s/ Brian J. Husselbee

Director

April 17, 2002

Brian J. Husselbee

/s/ Robert L. Recchia

Chief Financial Officer,
Treasurer and Director (Principal
Financial and Accounting Officer)

April 17, 2002

Robert L. Recchia

/s/ Marcella A. Sampson

Director

April 12, 2002

Marcella A. Sampson

/s/ Faith Whittlesey

Director

April 17, 2002

Faith Whittlesey

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