

Donnelley Financial Solutions, Inc.
 Form 4
 October 04, 2016

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
 Donnelley Financial Solutions, Inc.
 [DFIN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 35 WEST WACKER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2016

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

CHICAGO, IL 60601

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	10/01/2016		J ⁽¹⁾ (2)		26,187,337 <u>(1)</u> <u>(2)</u>	D	<u>(1)</u> <u>(2)</u> 6,242,802 <u>(2)</u> D

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

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SEC 1474 (9-02)

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

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

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

Signatures

/s/ Deborah L. Steiner Deborah L. Steiner, General Counsel of R. R. Donnelley & Sons Company 10/01/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On February 22, 2016, Donnelley Financial Solutions, Inc. ("DFS"), a Delaware corporation, issued all 100 outstanding shares of DFS common stock to R. R. Donnelley & Sons Company ("RRD"), a Delaware corporation. On September 30, 2016 and simultaneously with the effectiveness of the amended and restated certificate of incorporation of DFS (the "Amended and Restated Certificate of Incorporation") that increased the number of authorized shares of common stock from 100 to 65,000,000, DFS effected a recapitalization (the "Recapitalization") of the 100 shares of common stock issued and outstanding, which Recapitalization converted such 100 shares into 32,430,139 shares of common stock, par value \$0.01.
- (2) On October 1, 2015 at 12:01 a.m., 26,187,337 shares of common stock of DFS, which is 80.75% of the common stock outstanding, were distributed by RRD to its stockholders (the "Distribution"). As of the Distribution, RRD beneficially owns 6,242,802 shares of common stock of DFS, which is 19.25% of the outstanding common stock of DFS.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.