

ADVO INC  
Form DEFA14A  
July 06, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15 (d) of the**  
**Securities Exchange Act of 1934**

**July 5, 2006**

**Date of report (Date of earliest event reported)**

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**ADVO, Inc.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1-11720**  
**(Commission file number)**

**06-0885252**  
**(IRS Employer**

**Identification No.)**

**One Targeting Centre, Windsor, Connecticut 06095**

**(Address of Principal Executive Offices)**

**Registrant's telephone number, including area code: (860) 285-6100**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).
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ITEM 8.01 OTHER EVENTS

Attached as Exhibit 99.1 is a press release issued by the Company on July 6, 2006 announcing that the Company had entered into an Agreement and Plan of Merger, dated as of July 5, 2006 among the Company, Valassis Communications ( Parent ) and Michigan Acquisition Corporation ( Sub ).

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press release dated July 6, 2006, jointly issued by the Company and Parent. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ADVO, Inc.

Date: July 6, 2006

By /s/ JEFFREY EPSTEIN  
Jeffrey Epstein  
Executive Vice President and  
Chief Financial Officer

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EXHIBIT INDEX

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