

ADVO INC  
Form S-8 POS  
May 07, 2007

As filed with the Securities and Exchange Commission on May 7, 2007

Registration No. 333-11323

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

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**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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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)

**06-0885252**  
(I.R.S. Employer  
Identification Number.)

**One Targeting Centre**

**Windsor, Connecticut 06095**

**(860) 285-6100**

(Address of Principal Executive Offices, including Zip Code and Telephone Number)

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**ADVO, INC. 401(K) SAVINGS PLAN (PLAN NUMBER 001)**

(Full Title of the Plan)

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**Barry P. Hoffman, Esq.**

**Valassis Communications, Inc.**

**19975 Victor Parkway**

**Livonia, Michigan 48152**

**(734) 591-3000**

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

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*Copies to:*

**Amy S. Leder, Esq.**

**McDermott Will & Emery LLP**

**340 Madison Avenue**

**New York, New York 10173**

**(212) 547-5400**

**EXPLANATORY NOTE**

On September 3, 1996, ADVO, Inc. ( ADVO ) filed with the United States Securities and Exchange Commission a registration statement on Form S-8 (File No. 333-11323) (the Registration Statement ), which registered 50,000 shares of ADVO s common stock, par value \$0.01 per share (the ADVO Common Stock ), and an indeterminate number of plan interests for issuance under the ADVO Inc. 401(K) Savings Plan (Plan Number 001) (the Plan ).

On March 2, 2007, Valassis Communications, Inc. ( Valassis ), through its wholly-owned subsidiary, Michigan Acquisition Corporation, a Delaware Corporation ( Michigan ), completed its acquisition of ADVO, pursuant to an Agreement and Plan of Merger, dated as of July 5, 2006, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of December 18, 2006, by and among Valassis, Michigan and ADVO (the Merger ). In connection with the Merger, each outstanding share of ADVO Common Stock, including the ADVO Common Stock held by the Plan, was converted into the right to receive an amount in cash equal to \$33.02. As a result of the Merger, ADVO s separate corporate existence terminated and ADVO became a wholly-owned subsidiary of Valassis. In addition, as of March 2, 2007, shares of ADVO Common Stock and Plan interests ceased to be offered and sold pursuant to the Plan. Accordingly, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister all shares of ADVO Common Stock and Plan interests reserved for issuance under the Plan that have not yet been issued.

Pursuant to the undertaking in the Registration Statement to remove from registration by means of a post-effective amendment any securities being registered which remain unsold at the termination of the offering, ADVO is filing this Post-Effective Amendment No. 1 to the Registration Statement to remove from registration all of the shares of ADVO Common Stock and Plan interests that remain unsold under the Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Windsor, State of Connecticut, on the 7th day of May, 2007.

ADVO, INC.

By: /s/ Robert A. Mason  
Robert A. Mason  
President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>SIGNATURE</b>                                 | <b>TITLE</b>   | <b>DATED</b> |
|--|--|--------------|
| /s/ William F. Hogg, Jr.<br>William F. Hogg, Jr. | Director   | May 7, 2007  |
| /s/ Robert A. Mason<br>Robert A. Mason           | President and Director (Principal Executive Officer)                                 | May 7, 2007  |
| /s/ Steven Mitzel<br>Steven Mitzel               | Chief Financial Officer and Director<br>(Principal Financial and Accounting Officer) | May 7, 2007  |

Pursuant to the requirements of the Securities Act of 1933, as amended, the Plan Administrator of the ADVO Inc. 401(K) Savings Plan (Plan Number 001) has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Windsor, State of Connecticut on May 7, 2007.

ADVO, INC. 401(K) SAVINGS PLAN (PLAN NUMBER 001)

By: ADVO, INC.

By: /s/ Steven Mitzel  
Name: Steven Mitzel  
Title: Chief Financial Officer