

ADVO INC  
Form DEFA14A  
September 11, 2006

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

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

September 8, 2006

Date of report (Date of earliest event reported)

**ADVO, Inc.**

(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation or organization)                | <b>1-11720</b><br>(Commission file number) | <b>06-0885252</b><br>(IRS Employer<br>Identification No.) |
| <b>One Targeting Centre, Windsor, Connecticut 06095</b><br>(Address of Principal Executive Offices) |  |   |

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

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):

- 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)).

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“ 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**

On September 8, 2006, the Company filed an answer and counterclaims under seal in the Delaware Court of Chancery for New Castle County in response to the complaint filed on August 30, 2006 by Valassis Communications, Inc. A public (redacted) version of the Company's answer and counterclaims was also filed with the Court of Chancery and is attached hereto as Exhibit 99.1.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Redacted Answer and Counterclaims of the Company filed in the Delaware Court of Chancery on September 8, 2006. |

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.

Date: September 11, 2006

ADVO, INC.

By /s/ Stephen L. Palmer  
Stephen L. Palmer  
Corporate Secretary

EXHIBIT INDEX

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