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

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**FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**Donnelley Financial Solutions, Inc.**

(Exact name of registrant as specified in its charter)

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

**7380**  
(Primary Standard Industrial  
Classification Code Number)

**36-4829638**  
(I.R.S. Employer  
Identification No.)

**Donnelley Financial Solutions, Inc.**  
35 West Wacker Drive  
Chicago, Illinois 60601  
(844) 866-4337

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Jennifer B. Reiners**  
General Counsel & Chief Compliance Officer  
Donnelley Financial Solutions, Inc.  
35 West Wacker Drive  
Chicago, Illinois 60601  
(312) 326-8000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Robert W. Downes, Esq.**  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, NY 10004  
(212) 558-4000

**James J. Clark, Esq.**  
Helene R. Banks, Esq.  
Marc R. Lashbrook, Esq.  
Cahill Gordon & Reindel LLP  
80 Pine Street  
New York, NY 10005  
(212) 701-3000

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**Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (333-216933)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Proposed maximum aggregate offering price <sup>(1)(2)</sup>	Amount of registration fee <sup>(2)(3)</sup>
Common Stock, \$0.01 par value per share	\$150,124,645.50	\$574.95

- (1) Includes offering price of shares of common stock that the underwriters have the option to purchase.  
(2) Based on the public offering price of \$21.25 per share.  
(3) The Registrant previously registered an aggregate of \$145,163,868.84 worth of its common stock on a Registration Statement on Form S-1 (Reg. No. 333-216933), for which filing fees of \$16,824.49 were paid.

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**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

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**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-1 (Registration No. 333-216933), which was declared effective by the Commission on June 13, 2017, and is being filed solely for the purpose of registering an increase in the maximum aggregate offering price of \$4,960,776.66. The required opinions and consents are listed on the Exhibit Index attached hereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Chicago, State of Illinois, on the 14<sup>th</sup> day of June, 2017.

Donnelley Financial Solutions, Inc.

By:           /s/ Daniel N. Leib          

Name: Daniel N. Leib

Title: Chief Executive Officer and Director

Pursuant to the requirements of the Act, this Registration Statement has been signed by the following persons in the capacities indicated on the 14th day of June, 2017.

<u>Signature</u>	<u>Title</u>
<u>          /s/ Daniel N. Leib          </u> Daniel N. Leib	Chief Executive Officer and Director (principal executive officer)
<u>          /s/ David A. Gardella          </u> David A. Gardella	Chief Financial Officer (principal financial officer)
<u>          /s/ Kami S. Turner          </u> Kami S. Turner	Controller and Chief Accounting Officer (principal accounting officer)

\*By:           /s/ Jennifer B. Reiners          

Name: Jennifer B. Reiners as attorney-in-fact for the directors

DIRECTORS:

- Richard L. Crandall\*
- Luis A. Aguilar\*
- Nanci E. Caldwell\*
- Charles D. Drucker\*
- Gary G. Greenfield\*
- Lois M. Martin\*
- Oliver R. Sockwell\*

\* By power of attorney

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
5.1	Opinion of Sullivan & Cromwell LLP (incorporated by reference to Exhibit 5.1 to the Form S-1 Registration Statement (Registration No. 333-216933), filed by Donnelley Financial Solutions, Inc. on March 24, 2017).
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.2	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Form S-1 Registration Statement (Registration No. 333-216933), filed by Donnelley Financial Solutions, Inc. on March 24, 2017).

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended of our report dated February 28, 2017 relating to the consolidated and combined financial statements of Donnelley Financial Solutions, Inc. and subsidiaries (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the allocation of certain assets, liabilities, expenses and income that have historically been held at the RR Donnelley & Sons Company corporate level but which are specifically identifiable or attributable to Donnelley Financial Solutions, Inc.) and incorporated by reference in the Prospectus included in Registration Statement No. 333- 216933, as amended. We also consent to the reference to us under the heading “Experts” in such Prospectus.

/s/ Deloitte & Touche LLP  
Chicago, IL  
June 14, 2017