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ADVO INC
Form 10-K
December 19, 2003

FORM 10-K
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 (NO FEE REQUIRED)

For the fiscal year ended September 27, 2003

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the transition period from _____ to _____

Commission file number 1-11720

ADVO, INC.

(Exact name of registrant as specified in its charter)

Delaware

06-0885252

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

One Targeting Centre, Windsor, CT

06095-2639

(Address of principal executive offices)

(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Common Stock and Rights, par value \$.01 per share

(Title of Class)

Securities registered pursuant to Section 12(g) of the Act:

NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the

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best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes [X] No []

The aggregate market value of voting stock held by non-affiliates of the registrant at November 28, 2003 was \$895,815,438. On that date, there were 30,120,521 outstanding shares of the registrant's common stock.

Documents Incorporated by Reference:

Portions of the 2003 Annual Report to Stockholders are incorporated by reference into Parts II and IV of this Report.

Portions of the Proxy Statement for the 2004 Annual Meeting of Stockholders are incorporated by reference into Part III of this Report.

ADVO, INC.
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FOR THE YEAR ENDED SEPTEMBER 27, 2003

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PART I

ITEM 1. BUSINESS

GENERAL

ADVO, Inc. ("ADVO" or the "Company") is a full service targeted in-home print advertising company primarily engaged in soliciting and processing printed advertising from retailers, manufacturers and service companies for targeted distribution by both shared and solo mail, as well as private carrier delivery, to consumer households in the United States and Canada on a national, regional and local basis. The Company's shared mail advertising programs reach on average, approximately 67 million U.S. households on a weekly basis and 105 million on a monthly basis.

The Company satisfies clients of all types and sizes with customized targeting solutions for their marketing communication needs. Founded in 1929 as a hand delivery company, the Company entered the direct mail industry as a solo mailer in 1946 and began its shared mail program in 1980. The Company currently is the largest commercial user of standard mail (formerly third-class mail) in the United States.

ADVO competes primarily with newspapers, direct mail companies, periodicals and other local distribution entities for retail advertising expenditures. The Company believes that direct mail, which enables advertisers to target advertisements to specific customers or geographic areas, is the most efficient vehicle for delivering printed advertising on a saturation or full market coverage basis, as well as an effective means of targeted coverage.

ADVO's principal executive offices are located at One Targeting Centre, Windsor, Connecticut 06095.

PRODUCTS AND SERVICES

ADVO's direct mail marketing products and services include shared mail and solo mail. ADVO provides ancillary services to complement its direct mail marketing programs and also provides private carrier delivery in certain markets. In addition, the Company provides direct mail advertising solutions for local neighborhood businesses. The Company's consumer web-site, ShopWise.com, allows retailers to electronically target promotions and values to subscribers.

SHARED MAIL

In the Company's branded shared mail program, ShopWise(TM), the individual advertisements of various businesses within a mailing radius are combined into a single mail package. Because the cost of the postage is flat up to a certain level, the clients share the savings of combining their advertisements.

The Company customizes shared mail packages by targeting levels selected by the customer. In most instances, each household within the predetermined targeting level will receive a mail package. The Company offers various targeting levels for the customer's designated mailing area based on the level of geo-demographic precision that is requested by the customer. Individual customers can choose predetermined clusters of ZIP Code zones, all ZIP Codes covered by a program, or ADVO Targeting Zones ("ATZs"). ATZs enable advertisers to target their ads to consumer clusters of about 3,500 households. ATZs are neighboring postal carrier delivery routes within a ZIP Code that are clustered

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together based on shared demographic characteristics and proximity to key retail shopping areas.

The flexibility and targeting capabilities of the ATZ platform enable customers, such as retail store chains, to select areas serviced by their retail stores and, at the same time, distribute different versions to reach their choice consumers. The Company uses geographic, demographic and psychographic data to tailor the customers' advertisements to their targeted audience.

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The Company's shared mail program offers the features of penetration and targeted marketing at a significant cost reduction when compared to mailing on an individual or solo mail basis. This cost advantage is available because the Company pays the total postage expense, and advertisers are generally charged a selling price based on, among other factors, the incremental weight of their promotional piece.

As a part of its shared mail program, the Company provides the addresses of the households receiving the mail packages, sorts, processes and transports the advertising material for ultimate delivery through the United States Postal Service ("USPS"). Generally, larger businesses, such as grocery chains and mass merchandisers, will provide the Company with preprinted advertising materials in predetermined quantities. In the case of manufacturers and small retail customers, the Company may perform graphics services and/or act as a broker for the required printing. The Company also offers shared mail customers numerous standard turnkey advertising products in a variety of sizes and colors.

The Company believes its shared mail program is the largest program of its kind.

SOLO MAIL

Solo mail services include addressing and processing brochures and circulars for an individual customer for distribution through the USPS. Each customer bears the full cost of postage and handling for each mailing. Customers choosing this form of direct mail are generally those who wish to maintain an exclusive image and complete control over the timing and the target of their mailings, or who want to mail to areas where the Company does not have a shared mail program.

The Company processes solo mail using its own mailing list or lists supplied by the customer. The Company charges a processing fee based on the solo mail services rendered.

OTHER PRODUCTS AND SERVICES

The Company rents portions of its mailing list, through a specialized firm hired by the Company, to organizations interested in distributing their own mailings. The Company may or may not perform the associated distribution services for the customer.

MailCoups, Inc. ("MailCoups"), a wholly owned subsidiary of ADVO, is a franchise-based cooperative coupon mail company headquartered in Avon, Massachusetts. This company, operating under the trade name of SuperCoups, creates and distributes attractive, cost-effective targeted coupons in a distinctive envelope format for local neighborhood merchants via an extended network of franchise owners. At the end of fiscal year 2003, MailCoups had approximately 65 franchisees including 225 franchise units in 23 states.

In June 2002, the Company acquired FACC Corporation ("FACC"), which

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includes both First Avenue and Breezeway Communications, Inc., based in Toronto, Canada. FACC is an innovator in both the targeting and distribution of in-home print advertising. Similar to ADVO, FACC uses a proprietary software tool that leverages both geographic and demographic information to help identify desirable audiences and target advertising messages to consumers.

FACC's client base of approximately 100 companies includes most major international food service/restaurant groups and international packaged goods manufacturers. FACC distributes approximately 240 million pieces of advertising mail per year to targeted segments of Canada's 12 million households. FACC was renamed ADVO Canada subsequent to their acquisition.

The Company acquired the New Jersey Shoppers Guide ("NJ Shopper") in April 2001. The NJ Shopper is a weekly direct mail shopper which is distributed in Southern New Jersey. The NJ Shopper has a weekly circulation of approximately 400,000 households that supplements the Company's current distribution.

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In November 2000, the Company acquired Mail Marketing Systems, Inc., ("MMSI") a privately held direct mail advertising company located in Jessup, Maryland. The acquisition of MMSI complements ADVO's core distribution network by providing additional shared mail coverage to approximately 4.2 million households in 75 smaller market areas not served by ADVO prior to the acquisition. MMSI also provides solo direct mail advertising for its clients.

Acquisitions made by the Company in the past three fiscal years have been accounted for under the purchase method of accounting and, accordingly, the results of operations of the acquired companies were included in the consolidated statements of operations from their acquisition date.

The Company has executed strategic initiatives by developing new products and new ways of doing business as platforms for growth. These initiatives complement and expand the Company's core advertising programs by meeting a wider range of client needs in markets already served through targeted distribution. These initiatives include additional in-home mailing dates and newspaper alliances.

The Company's introduction of additional in-home mailing dates in existing markets offers existing clients added targeting capabilities through delivery on weekends and also provides new opportunities with clients who traditionally prefer weekend in-home dates. At the end of fiscal year 2003, the Company had stand-alone additional mailings in these existing markets: Albuquerque, Las Vegas, Akron and Houston.

The formation of newspaper alliances offers clients a new integrated print advertising solution that combines targeted direct mail with newspaper distribution while synergizing distribution costs. By joining newspaper and direct mail distribution, both clients and consumers benefit from the efficiencies and enriched content of these targeted advertising offerings. These alliances take two forms. In one, ADVO distributes the combined advertising packages, primarily by mail, weekly to every household in the market that is not a daily subscriber to the newspaper partner. The newspaper then distributes our combined advertising material by hand (through its regular carrier delivery) to its subscribers, covering the market in full. The markets covered in fiscal year 2003 included: Boston, Denver, Los Angeles, Bridgeport, St Petersburg, Northern California, and Southern Connecticut.

The additional mailing programs in the Detroit and Orange County markets represent the second form of newspaper alliances. The alliances in these markets create a second weekly distribution package comprised of advertisements provided

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by both parties. These packages are distributed jointly to every household in the market. This strengthens print advertising options for the Company's clients and creates a richer package with more attractive choices for consumers.

DISTRIBUTION NETWORK

ADVO's distribution network offers a diversified approach to delivering its clients' messages.

The Company's core distribution network is represented by the weekly ShopWise(TM) program. ShopWise(TM) is a weekly distribution program covering, on average, approximately 67 million households in approximately 130 markets, in essentially all major metropolitan markets. This program is used by local and national retailers. The zone configuration selected for each market is normally determined by population density and by proximity to retail outlets. Retailers with multiple locations and weekly mailing frequency are a key determinate of the zones chosen by the Company for its weekly distribution. The Company derives most of its revenues from the ShopWise(TM) shared mail program.

The Company is part of a network, known as ADVO National Network Extension ("A.N.N.E."), comprising of regional shared mail companies, which provides its clients with extended coverage outside the markets already served by the Company. Approximately 33 million additional households can be reached on a shared mail basis through A.N.N.E. The Company handles the clients' orders directly and manages distribution of their advertising through A.N.N.E.'s members. Con-

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versely, A.N.N.E. enables participating members (shared mail companies) to offer their clients extended marketplace reach using the Company's household coverage.

The Company extended its core shared mail advertising program by establishing its rural expansion program. Once a month, the Company reaches approximately five million rural U.S. households and provides targeted shared mail advertising coverage to areas that previously were only served via solo mail.

These programs, along with the additional-in-home distributions and newspaper alliances, comprise the Company's vast distribution network reaching over 105 million homes.

MAILING LIST

ADVO's management believes its computerized mailing list is the largest residential/household mailing list in the country. It contains over 128 million addresses (constituting nearly all of the households in the United States). The Company has enhanced the list by acquiring 12 million business addresses, which have been integrated into the household file in walk sequence order. The Company's management believes that the list is particularly valuable and that replication in its entirety by competitors would be extremely difficult and costly. The list enables the Company to target mailings to best serve its customers.

CUSTOMER BASE

Typically, the Company's customers are those businesses whose products and services are used by the general population. These businesses (including supermarkets, quick serve restaurants, drug stores, discount and department stores and home furnishing retailers) require continuous advertising to a mass audience. The enhanced targeting capabilities of the Company's distribution

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system have led to the development of opportunities for new customer categories, such as telecommunications, insurance, financial services, and entertainment companies. The Company's targeting capabilities can also provide additional opportunities for more effective advertising to existing customers who advertise to a mass audience.

In fiscal years 2003, 2002 and 2001, no one customer accounted for more than 6% of the Company's sales.

OPERATIONS

Customers' advertising circulars are processed by approximately 1,600 production employees who work at 23 processing facilities strategically located throughout the U.S. and Canada. Inserting machines (which collate the individual advertising pieces into the packages), and addressing and labeling equipment are the principal pieces of equipment used to process the Company's products and services which are distributed by the USPS, private carrier delivery and Canadian Post. The Company is using the Alphaliner, which is a computerized mail collator/inserter, at eight of its mail processing facilities. The Alphaliner offers higher speed and capacity, enhanced productivity, computerized controls which automate order processing, and is electronically integrated with other machines, and links to ADVO's order fulfillment system. The Alphaliner rollout to the remaining facilities is expected to continue.

In all 22 of ADVO's processing facilities, excluding Canada, the transportation department analyzes and sorts all mailings to the appropriate USPS facility. Each of the Company's facilities has a Detached Mail Unit ("DMU") where the USPS is on site and verifies and accepts all of ADVO's mailings. The Company's mail is accepted under an optional procedure that compares financial, production and other business records in lieu of the standard verification procedures of weighing 100% of the mail in bulk. Approximately 90% of the time, the Company ships the mail directly to the local post office for final delivery by the individual postal carrier. The Company tracks the mail from

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its departure at our processing facilities to its final destination at local post offices and monitors timely and proper delivery of the client's advertisement on the requested in-home delivery dates.

MailCoups operates a cooperative direct mail coupon advertising business by performing print and distribution services for the franchisees at its one production facility. MMSI operates under a business model and environment similar to ADVO's. MMSI provides shared mail programs predominantly in the Mid-Atlantic states, as well as a full range of solo mail services. At the end of fiscal 2003, MMSI's production facility was relocated to an existing Company processing facility.

The Company entered into an agreement with IBM Global Services ("IBM") to provide computer processing, systems development and systems legacy support to the Company. The Company's regional production sites, sales offices and corporate headquarters are on-line with this computer center, enabling the day-to-day processing functions to be performed and providing corporate headquarters with management information. The systems include: order processing and production control, transportation/distribution, address list maintenance, market analysis, label printing and distribution, billing and financial systems, human resources and payroll processing, carrier routing of addresses received from customer files and demographic analyses. The Company also has agreements with IBM to provide a customer support center (help desk) and client server (server farm) management services.

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COMPETITION

In general, the printed advertising market is highly competitive with companies competing primarily on the basis of the ability to target selected potential customers on a cost-effective basis and on speed of delivery. ADVO's competitors for the delivery of retail and other printed advertising are numerous and include newspapers, regional and local mailers, direct marketing firms, "shoppers" and "pennysavers."

Newspapers represent the Company's most significant and direct competition. Through the distribution of preprinted circulars, classified advertising and run of press advertising ("ROP"), newspapers have historically been the traditional and dominant medium for advertising by retailers. Insertion rates are highly competitive and many newspapers' financial resources are substantial.

ADVO's principal direct marketing competitors are other companies with residential lists and similar cooperative mailing programs. These companies have a significant presence in many of the Company's markets and represent competition to the Company's ShopWise(TM) shared mail program in those markets.

There are local mailers in practically every market of the country. In addition to local mailers, there are many local private delivery services, such as shoppers and pennysavers, which compete by selling ROP advertisements and classified advertisements. ADVO believes that it competes effectively in its various markets.

SEASONALITY

ADVO's business generally follows the trends of retail advertising spending. The Company has historically experienced slightly higher revenues in the second half of the fiscal year.

RESEARCH AND DEVELOPMENT

Company expenditures in research and development during the last three years have not been material.

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ENVIRONMENTAL MATTERS

The Company believes that it is substantially in compliance with all regulations concerning the discharge of materials into the environment, and such regulations have not had a material effect on the capital expenditures or operations of the Company.

RAW MATERIALS

The Company manages the supply of paper through its printing network on behalf of its print vendors. ADVO has agreements with various paper suppliers and print vendors to assure continuity of supply as well as supply of proper paper grades at competitive prices.

EMPLOYEES

As of September 27, 2003, the Company had a total of approximately 3,800 full and part-time employees. ADVO also uses outside temporary employees for the outsourcing of certain production jobs and during busy seasons.

ADVO has one union contract covering production employees in the Hartford, Connecticut branch. The Company believes that its relations with its employees

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are satisfactory.

FORWARD LOOKING STATEMENTS

This Report on Form 10-K includes forward looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Such forward looking statements are based on current information and expectations and are subject to risks and uncertainties that could cause the Company's actual results to differ materially from those in the forward looking statements. The Company's business is promotional in nature, and ADVO serves its clients on a "just in time" basis. As a result, fluctuations in the amount, timing, pages and weight, and kinds of advertising pieces can vary significantly from week to week, depending on its customers' promotional needs, inventories and other factors. In any particular quarter these transactional fluctuations are difficult to predict and can materially affect the Company's revenue and profit results. The Company's business contains additional risks and uncertainties which include but are not limited to: general changes in customer demand and pricing, the possibility of consolidation throughout the retail sector, the impact of economic and political conditions on retail advertising spending and our distribution system, postal and paper prices, possible governmental regulation or legislation affecting aspects of the Company's business, the efficiencies achieved with technology upgrades, the number of shares the Company will purchase in the future under its buyback program, fluctuations in interest rates related to the outstanding debt and other general economic factors.

WEBSITE ACCESS TO COMPANY REPORTS AND OTHER INFORMATION

We make available free of charge through our website, www.advo.com, our Annual Report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K as soon as reasonably practicable after such material is electronically filed with the Securities and Exchange Commission. Our internet website and the information contained therein or incorporated therein are not intended to be incorporated into this Annual Report on Form 10-K.

We have adopted a Code of Business Ethics and Conduct that applies to all employees as well as our Board of Directors. The Code of Business Ethics and Conduct, as well as the Charters for the committees of our Board of Directors, the Audit Committee, the Qualified Legal Compliance Committee and the Compensation and Nomination Committee and the Company's Corporate Governance Guidelines, are posted on our website www.advo.com. Copies of these documents will be provided free of charge upon written request directed to Corporate Secretary, ADVO, Inc., One Targeting Centre, Windsor, CT, 06095-2639.

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ITEM 2. PROPERTIES

ADVO does not own any real estate except for its corporate headquarters. The corporate headquarters, located in Windsor, Connecticut, consists of two buildings totaling approximately 142,000 square feet. The Company leases 23 production facilities, including the MailCoups and ADVO Canada facilities, and 34 sales offices (which excludes the sales offices that are located in the mail processing facilities) throughout the United States. The Company believes its facilities are suitable and adequate for the purposes for which they are used and are adequately maintained. All of the Company's production facilities are maintained and monitored by professional security staff. Access to the facilities is strictly limited to authorized personnel only.

ITEM 3. LEGAL PROCEEDINGS

ADVO is party to various lawsuits and regulatory proceedings which are

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incidental to its business and which the Company believes will not have a material adverse effect on its consolidated financial condition, liquidity or results of operations.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

ADVO's 2003 Annual Report to Stockholders includes on page 39 under the caption "Quarterly Financial Data (Unaudited)" the reported high and low market prices of ADVO's common stock for the past two fiscal years, and such information is incorporated herein by reference and made a part hereof (see Exhibit 13).

Subsequent to year-end, on October 16, 2003, the Company declared a three-for-two split of its common stock effected in the form of a stock dividend. As a result of the split, stockholders received one additional share of common stock for every two shares held. The stock dividend was paid on November 7, 2003 to common stockholders of record as of October 24, 2003.

During fiscal years ended September 27, 2003, September 28, 2002, and September 29, 2001, the Company declared no cash dividends. Subsequent to year-end, the Company established a quarterly cash dividend. The initial quarterly cash dividend was aligned with the stock split and was paid a rate of \$0.11 per share (\$0.44 per year) post-split.

The closing price as of November 28, 2003 of the Company's common stock, under the symbol AD, on the New York Stock Exchange as reported in The Wall Street Journal was \$30.21 per share. The approximate number of holders of record of the common stock on November 28, 2003 was 592.

During fiscal year 2003, the Company engaged in no sales of its securities that were not registered under the Securities Act of 1933, as amended.

ITEM 6. SELECTED FINANCIAL DATA

The information required by this item is included in ADVO's 2003 Annual Report to Stockholders on page 16 under the caption "Selected Financial Data" and is incorporated herein by reference and made a part hereof (see Exhibit 13).

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information required by this item is included in ADVO's 2003 Annual Report to Stockholders on pages 17 through 24 under the caption "Financial Report" and is incorporated herein by reference and made a part hereof (see Exhibit 13).

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this item is included in ADVO's 2003 Annual Report to Stockholders on page 22 under the caption "Market Risk" and is incorporated herein by reference and made a part hereof (see Exhibit 13).

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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ADVO's consolidated financial statements, together with the Report of Independent Auditors thereon dated October 16, 2003 appearing on pages 25 through 40 of ADVO's 2003 Annual Report to Stockholders, are incorporated herein by reference and made a part hereof (see Exhibit 13).

The selected quarterly information required by this item is included under the caption "Quarterly Financial Data (Unaudited)" on page 39 of ADVO's 2003 Annual Report to Stockholders and is incorporated herein by reference and made a part hereof (see Exhibit 13).

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

As of the end of the period covered by this Annual Report on Form 10-K the Company evaluated under the supervision and with the participation of management, the principal executive officer and principal financial officer, the design and operation of its disclosure controls and procedures to determine whether they are effective in ensuring that the disclosure of required information is made timely in accordance with the Securities Exchange Act and the rules and forms of the Securities and Exchange Commission.

The principal executive officer and principal financial officer have concluded, based on their review, that the Company's disclosure controls and procedures, as defined in Securities Exchange Act Rules 13a-14(c) and 15d-14(c), were, as of the end of the period covered by this Annual Report on Form 10-K, effective to ensure that information required to be disclosed by the Company in reports it files under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms. No change to the Company's internal control over financial reporting occurred during the period covered by this Annual Report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by this item, to the extent not set forth below, appears on pages 4 and 5 of the Company's definitive proxy statement dated December 19, 2003 for the annual meeting of stockholders to be held on January 23, 2004 (the "Proxy Statement"), under the caption "Election of Directors," and on page 7 of the Proxy Statement under the subcaption "Section 16(a) Beneficial Ownership Reporting Compliance", and is incorporated herein by reference and made a part hereof.

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EXECUTIVE OFFICERS OF THE REGISTRANT

| NAME | AGE | POSITION WITH COMPANY |
|---------------------|-----|--|
| ---- | --- | ----- |
| Gary M. Mulloy..... | 58 | Chairman and Chief Executive Officer |
| Edwin Harless..... | 56 | Executive Vice President--Chief Administrative Officer |

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| | | |
|----------------------------|----|--|
| Myron L. Lubin..... | 63 | Executive Vice President--President, Diversified Business Group |
| Donald E. McCombs..... | 47 | Executive Vice President--President, Operations Group |
| James M. Dahmus..... | 47 | Senior Vice President--Chief Financial Officer |
| John S. Dearing..... | 49 | Senior Vice President--Security |
| Vince Giuliano..... | 56 | Senior Vice President--Government Relations |
| Stephanie Molnar..... | 44 | Senior Vice President--Sales and Business Development |
| A. Brian Sanders..... | 42 | Senior Vice President--Chief Marketing Officer |
| B. Kabe Woods..... | 48 | Senior Vice President--Targeting and Network Management |
| Christopher T. Hutter..... | 37 | Vice President--Treasurer, Financial Analysis and Investor Relations |
| John D. Speridakos..... | 42 | Vice President and Controller |

Mr. Mulloy became Chairman of the Board on June 28, 1999 and Chief Executive Officer on January 1, 1999. From November 1996 to December 1998, he was President and Chief Operating Officer. Mr. Mulloy was elected to the Board of Directors on December 3, 1996.

Mr. Harless became Executive Vice President--Chief Administrative Officer on May 14, 2002. From August 2000 to May 2002 he was Senior Vice President--Chief Human Resources Officer. Prior to that, he held various positions at Aventis-Behring ("Aventis"), a subsidiary of Aventis, S.A., the world's largest life science company, including Senior Vice President and General Manager from October 1997 to August 2000 and Vice President of Human Resources from 1995 to October 1997.

Mr. Lubin became Executive Vice President--President, Diversified Business Group (previously known as Strategic Business Development) on April 12, 2000. Prior to that, he held various positions with the Company since 1981 including most recently, Executive Vice President--Marketing and Sales from November 1998 to April 2000 and Senior Vice President--Chief Sales Officer from December 1995 to October 1998.

Mr. McCombs became Executive Vice President--President, Operations Group on October 26, 2001. Prior to that, he held various positions with the Company since 1987, including most recently, Executive Vice President and Chief Financial Officer from December 1998 to October 2001 and Senior Vice President and Chief Financial Officer from November 1997 to November 1998.

Mr. Dahmus became Senior Vice President--Chief Financial Officer on May 28, 2003. Prior to that, he held various positions at Convergys/Cincinnati Bell, a diversified communications company, including most recently, President, Asia/Pacific. Mr. Dahmus joined Convergys/Cincinnati Bell in 1995 as Vice President and Corporate Controller and during his tenure he also held the position of Chief Financial Officer of the company's software division.

Mr. Dearing became Senior Vice President--Security on October 26, 2001. Prior to that, he held various positions with the Company since 1998, including Senior Vice President--Fulfillment/ Operations from July 1999 to October 2001 and Vice President of Resource Management and Logistics from February 1998 to June 1999. From December 1995 to February 1998, he was Senior Director of Operations at Anchor Glass Container Corporation.

Mr. Giuliano has been Senior Vice President--Government Relations since October 28, 1996. From April 1983 to October 1996, he was Vice President--Government Relations.

Ms. Molnar became Senior Vice President--Sales and Business Development on

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February 20, 2003. Prior to that, she held various positions with the Company since 1983, including most recently senior management positions in the marketing and client logistics areas.

Mr. Sanders became Senior Vice President--Chief Marketing Officer on February 20, 2003. Prior to that, he held various positions with the Company since 1997 including most recently senior management positions in sales, business development and client marketing areas.

Mr. Woods became Senior Vice President--Targeting and Network Management on October 26, 2001. Prior to that, he held various positions with the Company since 1997, including Senior Vice President--Targeting and Technologies from April 2000 to October 2001 and Senior Vice President--Chief Information Officer from September 1997 to April 2000.

Mr. Hutter became Vice President, Treasurer and Investor Relations on October 28, 1999 and assumed responsibility of Financial Planning and Analysis on November 19, 2003. Prior to that, he held various positions with the Company since 1993, including, Vice President, Assistant Treasurer and Investor Relations from October 1998 to October 1999 and Director of Financial Planning from April 1996 to October 1998.

Mr. Speridakos became Vice President and Controller on April 1, 2002. Prior to that, he held the position of Vice President and Assistant Controller from October 2001 to March 2002. From June 2000 to June 2001, he was Chief Financial Officer for Aluminium.com. Prior to that, he worked for Geller & Co. servicing Bloomberg L.P. from June 1998 to March 2000.

The Company is not aware of any family relationships between any of the foregoing officers and any of the Company's directors. Each of the foregoing officers holds such office until his or her successor shall have been duly chosen and shall have been qualified, or until his earlier resignation or removal.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is included under the caption "Executive Compensation" on pages 7 through 18 (except for those portions appearing under the subcaptions "Report of the Compensation and Nomination Committee," "Company Financial Performance" and "Audit Committee Report"), and "Governance of the Company" on pages 2 to 4, respectively, of ADVO's Proxy Statement and is incorporated herein by reference and made a part hereof.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this item is included under the captions "Security Ownership of Certain Beneficial Owners" and "Security Ownership of Management" on page 2 and on pages 6 and 7, respectively, of ADVO's Proxy Statement and is incorporated herein by reference and made a part hereof.

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The following table presents information regarding the Company's equity compensation plans at September 27, 2003 restated for the three-for-two stock split announced subsequent to year-end:

| PLAN | NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING | WEIGHTED AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, | NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UN |
|------|--|---|---|
|------|--|---|---|

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| CATEGORY | OPTIONS, WARRANTS AND RIGHTS | WARRANTS AND RIGHTS | EQUITY COMPENSATION |
|---|------------------------------|---------------------|---------------------|
| Equity compensation plans approved by shareholders(a)..... | 3,279,115 | \$21.40 | 1,305,000 |
| Equity compensation plans not approved by shareholders..... | -- | -- | -- |
| TOTAL..... | 3,279,115 | \$21.40 | 1,305,000 |

(a) -- Includes the 1998 Incentive Compensation Plan and the 1990 Non-Employee Directors' Restricted Stock Plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item is included under the captions "Principal Accounting Fees and Services" on page 15 to 16 of ADVO's Proxy Statement and is incorporated herein by reference and made a part hereof.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

- (a) (1) Financial Statements. See the Index to Financial Statements and Financial Statement Schedules on page F-1.
- (2) Financial Statement Schedules. See the Index to Financial Statements and Financial Statement Schedules on page F-1.
- (3) Exhibits. The following is a list of the exhibits to this Report:

| EXHIBIT NO. | EXHIBIT | WHERE LOCATED |
|-------------|--|---|
| 3(a) | Restated Certificate of Incorporation of ADVO. | Incorporated by reference to Exhibit the Company's Form 10 filed on September 1986 (No. 1-11720.) |
| 3(b) | Restated By-laws of ADVO. | Incorporated by reference to Exhibit the Company's Form 8-K dated July 21, 2002. |
| 4(a) | Amended and Restated Stockholder Protection Rights Agreement, dated as of February 10, 2003, between the Company and Mellon Investor Services LLC, as Rights Agent, including Exhibit A and Exhibit B. | Incorporated by reference to Exhibit the Company's Form 8-K dated November 2002. |

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| EXHIBIT NO. ----- | EXHIBIT ----- | WHERE LOCATED ----- |
|----------------------|---|--|
| 10(a) | Executive Severance Agreements, dated October 17, 1995 between ADVO and the executive officers named therein.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 30, |
| 10(b) | Information Technology Agreement dated as of July 16, 1996 between ADVO and Integrated Systems Solutions Corporation. | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 28, |
| 10(c) | Executive Severance Agreement dated November 4, 1996 between ADVO and Gary M. Mulloy.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 28, |
| 10(d) | Executive Severance Agreement dated May 19, 1997 between ADVO and A. Brian Sanders.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 27, |
| 10(e) | Employment Agreement dated July 31, 1998 between ADVO and Gary M. Mulloy.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 26, |
| 10(f) | Executive Severance Agreements dated October 17, 1995 between ADVO and the executive officers named therein.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 26, |
| 10(g) | Executive Severance Agreement dated August 6, 1997 between ADVO and B. Kabe Woods.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 26, |
| 10(h) | 1998 Incentive Compensation Plan.* | Incorporated by reference to Exhibit Company's definitive Proxy Statement annual meeting held on January 21, 1 |
| 10(i) | Executive Severance Agreement dated September 20, 1999 between ADVO and John S. Dearing.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 25, |
| 10(j) | Executive Severance Agreement dated September 27, 1999 between ADVO and Christopher T. Hutter.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 25, |
| 10(k) | Amended and Restated Credit Agreement dated December 9, 1999 between ADVO and a syndicate of lenders led by Chase Manhattan Bank as Administrative Agent. | Incorporated by reference to Exhibit the Company's Form 8-K dated Decembe 1999. |
| 10(l) | The ADVO Deferred Compensation Plan.* | Incorporated by reference to Exhibit the Company's Form S-8 filed on Octo 2000. |
| 10(m) | Executive Severance Agreement dated January 4, 1999 between ADVO and Donald E. McCombs.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 30, |

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| EXHIBIT NO. ----- | EXHIBIT ----- | WHERE LOCATED ----- |
|----------------------|--|---|
| 10(n) | Executive Severance Agreement dated July 10, 2000 between ADVO and Stephanie Molnar.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 30, |
| 10(o) | Executive Severance Agreement dated August 14, 2000 between ADVO and Edwin L. Harless.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 30, |
| 10(p) | Executive Severance Agreement dated September 5, 2001 between ADVO and John D. Speridakos.* | Incorporated by reference to Exhibit the Company's Annual Report on Form the fiscal year ended September 28, |
| 10(q) | Severance Agreement dated November 14, 2002 between ADVO and Julie Abraham.* | Incorporated by reference to Exhibit the Company's Quarterly Report on Fo for the quarter ended December 28, 2 |
| 10(r) | Trust Agreement between ADVO and Fidelity Management Trust Company for the ADVO, Inc. Executive Deferred Compensation Plan Trust dated January 2, 2003.* | Incorporated by reference to Exhibit the Company's Quarterly Report on Fo for the quarter ended March 29, 2003 |
| 10(s) | Executive Severance Agreement dated April 17, 2003 between ADVO and James M. Dahmus.* | Incorporated by reference to Exhibit the Company's Quarterly Report on Fo for the quarter ended June 28, 2003. |
| 10(t) | Severance Agreement dated August 1, 2003 between ADVO and David Stigler.* | Filed herewith. |
| 10(u) | Amended 1990 Non-Employee Directors Restricted Stock Plan.* | Filed herewith. |
| 10(v) | Credit Agreement dated December 4, 2003 between ADVO and a syndicate of banks led by JPMorgan Chase Bank as Administrative Agent. | Filed herewith. |
| 10(w) | ADVO, Inc. \$125,000,000 Note Purchase Agreement with private lenders dated December 4, 2003. | Filed herewith. |
| 13 | 2003 Annual Report to Stockholders. | Furnished herewith; however, such re except for those portions thereof wh expressly incorporated by reference Annual Report on Form 10-K, is for t information of the Commission and is deemed "filed." |
| 14 | Code of Business Ethics and Conduct. | Filed herewith. |
| 21 | Subsidiaries of the Registrant. | Filed herewith. |
| 23 | Consent of Independent Auditors. | Filed herewith. |
| 24 | Power of Attorney. | See signature page. |

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31(a) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002--Gary M. Mulloy. Filed herewith.

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| EXHIBIT NO. ----- | EXHIBIT ----- | WHERE LOCATED ----- |
|----------------------|---|------------------------|
| 31(b) | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002--James M. Dahmus. | Filed herewith. |
| 32 | Certification of Periodic Report Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002--Gary M. Mulloy and James M. Dahmus. | Filed herewith. |

* Management contract or compensatory plan required to be filed as an exhibit pursuant to item 14(c) of this report.

(b) Reports on Form 8-K.

1) The Company furnished a Current Report on Form 8-K dated October 16, 2003 which reported the Company's earnings press release for the fourth quarter and year ended September 27, 2003.

2) Subsequent to the year ended September 27, 2003, the Company filed a Form 8-K dated October 16, 2003 and reported under Item 5 thereof, the following:

- A three-for-two split of its common stock, to be effected by way of a one-for-two stock dividend.
- The establishment of a regular quarterly cash dividend. The initial quarterly cash dividend was aligned with the stock split and was paid at a rate of \$0.11 per share (\$0.44 per year) post-split.
- An increase in its stock repurchase authorization to a total of 1.5 million post-split shares.

The stock dividend and quarterly cash dividend were distributed on November 7, 2003 to stockholders of record on October 24, 2003.

The Company also announced it is refinancing its current debt facilities to replace its current arrangements. The Company expects to raise facilities totaling approximately \$275 million.

3) Subsequent to the year ended September 27, 2003, the Company filed a Form 8-K dated November 6, 2003 and reported under Item 5 thereof, the election of Karen Kaplan to the Company's Board of Directors.

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SIGNATURES

PURSUANT TO THE REQUIREMENTS OF SECTION 13 OR 15(D) OF THE SECURITIES

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EXCHANGE ACT OF 1934, THE REGISTRANT HAS DULY CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED.

Date: December 19, 2003

ADVO, Inc.

By: /s/ JOHN D. SPERIDAKOS

 JOHN D. SPERIDAKOS
 VICE PRESIDENT AND CONTROLLER

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THIS REPORT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS ON BEHALF OF THE REGISTRANT AND IN THE CAPACITIES AND ON THE DATES INDICATED. EACH PERSON WHOSE SIGNATURE APPEARS BELOW HEREBY CONSTITUTES STEPHEN L. PALMER AND JOHN D. SPERIDAKOS, AND EACH OF THEM SINGLY, SUCH PERSON'S TRUE AND LAWFUL ATTORNEYS, WITH FULL POWER TO THEM AND EACH OF THEM, TO SIGN FOR SUCH PERSON AND IN SUCH PERSON'S NAME AND CAPACITY AS INDICATED BELOW, ANY AND ALL AMENDMENTS TO THIS REPORT, HEREBY RATIFYING AND CONFIRMING SUCH PERSON'S SIGNATURE AS IT MAY BE SIGNED BY SAID ATTORNEYS TO ANY AND ALL AMENDMENTS.

| | | |
|-------------------|---|---|
| December 19, 2003 | /s/ GARY M. MULLOY ----- GARY M. MULLOY | Chairman, Chief Executive Officer and Director (Principal Executive Officer) |
| December 19, 2003 | /s/ JAMES M. DAHMUS ----- JAMES M. DAHMUS | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| December 19, 2003 | /s/ JOHN D. SPERIDAKOS ----- JOHN D. SPERIDAKOS | Vice President and Controller (Principal Accounting Officer) |
| December 19, 2003 | /s/ TODD BROWN ----- TODD BROWN | Director |
| December 19, 2003 | /s/ DAVID F. DYER ----- DAVID F. DYER | Director |
| December 19, 2003 | /s/ BOBBIE GAUNT ----- BOBBIE GAUNT | Director |
| December 19, 2003 | /s/ KAREN KAPLAN ----- KAREN KAPLAN | Director |
| December 19, 2003 | /s/ JOHN J. MAHONEY ----- JOHN J. MAHONEY | Director |
| December 19, 2003 | /s/ HOWARD H. NEWMAN ----- HOWARD H. NEWMAN | Director |
| December 19, 2003 | /s/ JOHN R. ROCKWELL ----- JOHN R. ROCKWELL | Director |

ADVO, INC.

INDEX TO FINANCIAL STATEMENTS
AND FINANCIAL STATEMENT SCHEDULES

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| | ---- |
| Report of independent auditors..... | * |
| Consolidated statements of operations for the years ended September 27, 2003, September 28, 2002, and September 29, 2001..... | * |
| Consolidated balance sheets at September 27, 2003 and September 28, 2002..... | * |
| Consolidated statements of cash flows for the years ended September 27, 2003, September 28, 2002, and September 29, 2001..... | * |
| Consolidated statements of changes in stockholders' equity (deficiency) for the years ended September 27, 2003, September 28, 2002, and September 29, 2001..... | * |
| Notes to consolidated financial statements..... | * |
| Consolidated Schedules | |
| II--Valuation and Qualifying Accounts..... | F-2 |

All other schedules have been omitted since the required information is not present.

* Incorporated herein by reference from pages 25 to 40 of the ADVO, Inc. 2003 Annual Report to Stockholders.

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ADVO, INC.

SCHEDULE II -- VALUATION AND QUALIFYING ACCOUNTS
(IN THOUSANDS)

| COLUMN A | COLUMN B | COLUMN C | | COLUMN D | COLUMN E |
|-------------------------------------|--------------------------------------|-------------------------------------|---------------------------------|--------------------------------|--------------------------|
| ----- | ----- | ----- | | ----- | ----- |
| DESCRIPTION | BALANCE AT BEGINNING OF PERIOD | CHARGED TO COSTS AND EXPENSES | CHARGED TO OTHER ACCOUNTS | DEDUCTIONS FROM RESERVES | BALANCE END PERIOD |
| ----- | ----- | ----- | ----- | ----- | ----- |
| Year ended September 29, 2001: | | | | | |
| Allowances for sales adjustments... | \$ 2,209 | \$ -- | \$7,486 (b) | \$ 6,936 | \$ 2,7 |

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| | | | | | |
|--|-----------------|----------------|----------------|-----------------|---------------|
| Allowances for doubtful accounts... | 2,728 | 7,169 | -- | 6,571 (a) | 3,3 |
| Accumulated amortization goodwill..... | 4,053 | 1,594 | -- | -- | 5,6 |
| Accumulated amortization intangibles..... | 8,023 | 381 | -- | -- | 8,4 |
| | <u>\$17,013</u> | <u>\$9,144</u> | <u>\$7,486</u> | <u>\$13,507</u> | <u>\$20,1</u> |
| | ===== | ===== | ===== | ===== | ===== |
| Year ended September 28, 2002: | | | | | |
| Allowances for sales adjustments... | \$ 2,759 | \$ -- | \$8,277 (b) | \$ 7,518 | \$ 3,5 |
| Allowances for doubtful accounts... | 3,326 | 8,086 | -- | 7,766 (a) | 3,6 |
| Accumulated amortization intangibles..... | 8,404 | 363 | -- | -- | 8,7 |
| | <u>\$14,489</u> | <u>\$8,449</u> | <u>\$8,277</u> | <u>\$15,284</u> | <u>\$15,9</u> |
| | ===== | ===== | ===== | ===== | ===== |
| Year ended September 27, 2003: | | | | | |
| Allowances for sales adjustments... | \$ 3,518 | \$ -- | \$7,976 (b) | \$ 8,773 | \$ 2,7 |
| Allowances for doubtful accounts... | 3,646 | 3,645 | (905) | 4,276 (a) | 2,1 |
| Allowances for notes receivable.... | -- | 181 | 905 | 253 | 8 |
| Accumulated amortization intangibles..... | 8,767 | 370 | -- | -- | 9,1 |
| | <u>\$15,931</u> | <u>\$4,196</u> | <u>\$7,976</u> | <u>\$13,302</u> | <u>\$14,8</u> |
| | ===== | ===== | ===== | ===== | ===== |

(a) Write off of uncollectible accounts, net of recoveries on accounts previously written off.

(b) Reduction of revenues.