

MANUALLY EXECUTED

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

FORM D

21-03041-9N



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering (checkbox) Preferred Stock and Warrant Offering Filing Under (checkboxes) Rule 504, Rule 505, Rule 506, Section 4(6), ULOE Type of Filing: [X] New Filing [ ] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer Name of Issuer (checkbox) R.H. Donnelley Corporation Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (Including Area Code) Brief Description of Business Engaged in the business of marketing yellow pages advertising.



Type of Business Organization [X] corporation [ ] business trust [ ] limited partnership, already formed [ ] limited partnership, to be formed [ ] other (please specify): Actual or Estimated Date of Incorporation or Organization Month 02 Year 73 [X] Actual [ ] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE CN for Canada; FN for other foreign jurisdiction)

PROCESSED DEC 30 2002 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in the states that have adopted ULOE and that have adopted this form.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Handwritten signature

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) The Goldman Sachs Group, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Goldman, Sachs & Co.

Business or Residence Address (Number and Street, City, State, Zip Code)

85 Broad Street, New York, New York 10004

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Noonan, Frank R.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Swanson, David C.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Kamerschen, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Campbell, Kenneth G.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Parry, Carol J.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

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**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Williams, Barry Lawson

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Blondy, Steven M.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) McDonald, Peter J.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Drexler, William C.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Bush, Robert J.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Bednarz, George F.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual) Colarusso, Frank M.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Manhattanville Road, Purchase, New York 10577

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**B. INFORMATION ABOUT OFFERING**

- |    |  |  |   |
|----|--|--|---|
| 1. | Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....   | Yes<br><input type="checkbox"/>            | No<br><input checked="" type="checkbox"/> |
|    | Answer also in Appendix, Column 2, if filing under ULOE.   |  |   |
| 2. | What is the minimum investment that will be accepted from individual? .....  | N/A  |   |
| 3. | Does the offering permit joint ownership of a single unit? .....   | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            |
| 4. | Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. |  |   |

Full Name (Last Name first, if individual)  
Bear, Stearns & Co. Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)  
383 Madison Avenue, New York, New York 10179

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]
[ID]	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]
[MS]	[MO]	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	<input checked="" type="checkbox"/> [NY]	[NC]	[ND]	[OH]
[OK]	[OR]	[PA]	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]
[WV]	[WI]	[WY]	[PR]								

Full Name (Last Name first, if individual)  
Morgan Stanley

Business or Residence Address (Number and Street, City, State, Zip Code)  
1585 Broadway

Name of Associated Broker or Dealer  
New York, New York 10036

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]
[ID]	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]
[MS]	[MO]	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	<input checked="" type="checkbox"/> [NY]	[NC]	[ND]	[OH]
[OK]	[OR]	[PA]	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]
[WV]	[WI]	[WY]	[PR]								

Full Name (Last Name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]
[ID]	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]
[MS]	[MO]	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]
[OK]	[OR]	[PA]	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]
[WV]	[WI]	[WY]	[PR]								

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ <u>0</u>	\$ <u>0</u>
Equity .....	<u>\$63,041,090</u>	<u>\$63,041,090</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ <u>6,958,910</u>	\$ <u>6,958,901</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____)	\$ <u>0</u>	\$ <u>0</u>
Total.....	<u>\$70,000,000</u>	<u>\$70,000,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>5</u>	<u>\$70,000,000</u>
Non-accredited Investors.....	<u>          </u>	<u>\$          </u>
Total (for filings under Rule 504 only).....	<u>5</u>	<u>\$70,000,000</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	<u>          </u>	\$ <u>          </u>
Regulation A.....	<u>          </u>	\$ <u>          </u>
Rule 504 .....	<u>          </u>	\$ <u>          </u>
Total.....	<u>          </u>	\$ <u>          </u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees.....	<input checked="" type="checkbox"/>	<u>\$1,000,000</u>
Accounting Fees .....	<input checked="" type="checkbox"/>	<u>\$ 200,000</u>
Engineering Fees .....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) <u>Closing Fees</u> .....	<input type="checkbox"/>	<u>\$700,000</u>
Total.....		<u>\$1,900,000</u>

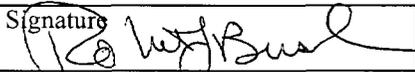
**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

- b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... \$ 68,100,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Contribution to R.H. Donnelley Inc., a wholly-owned subsidiary of the issuer</u> .....	<input checked="" type="checkbox"/> \$ <u>69,300,000</u>	<input type="checkbox"/> \$ _____
Column Totals.....	<input checked="" type="checkbox"/> \$ <u>69,300,000</u>	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>69,300,000</u>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) R.H. Donnelley Corporation	Signature 	Date December 13, 2002
Name of Signer (Print or Type) Robert J. Bush	Title of Signer (Print or Type) Vice President, General Counsel and Corporate Secretary	

**ATTENTION**

**International misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**