BOWNE & CO INC
Form 424B5
August 04, 2009

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Filed Pursuant to 424(b)(5)
Registration No. 333-160631

Preliminary Prospectus Supplement
(To Prospectus dated July 31, 2009)

Subject to Completion. Dated August 4, 2009

10,500,000 Shares

Bowne & Co., Inc.

Common Stock

Bowne & Co., Inc. is offering 10,500,000 shares of common stock to be sold in the offering.

The common stock is listed on the New York Stock Exchange under the symbol BNE . The last reported sale price of the common stock on August 3, 2009 was $8.40 per share.

Investing in our common stock involves certain risks. See Risk Factors on page S-5 of this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2008 and any subsequent Quarterly Report on Form 10-Q, which are incorporated by reference in this prospectus supplement.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Initial price to public	$	$
Underwriting discount	$	$
Proceeds, before expenses, to Bowne & Co., Inc.	$	$

To the extent that the underwriter sells more than 10,500,000 shares of common stock, the underwriter has the option to purchase up to an additional 1,575,000 shares from Bowne & Co., Inc. at the initial price to public less the underwriting discount.

The underwriter expects to deliver the shares against payment in New York, New York on , 2009.

Goldman, Sachs & Co.

Prospectus Supplement dated , 2009.

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ABOUT THIS PROSPECTUS SUPPLEMENT

You should read this prospectus supplement along with the accompanying prospectus, as well as the information incorporated by reference herein and therein, carefully before you invest in our common stock. These documents contain important information that you should consider before making your investment decision. This prospectus supplement and the accompanying prospectus contain the terms of this offering of common stock. The accompanying prospectus contains information about our securities generally, some of which does not apply to the common stock covered by this prospectus supplement. This prospectus supplement may add, update or change information contained in or incorporated by reference in the accompanying prospectus. If the information in this prospectus supplement is inconsistent with any information contained in or incorporated by reference in the accompanying prospectus, the information in this prospectus supplement will apply and will supersede the inconsistent information contained in or incorporated by reference in the accompanying prospectus.

It is important for you to read and consider all of the information contained in this prospectus supplement and the accompanying prospectus before making your investment decision. You should also read and consider the additional information incorporated by reference in this prospectus supplement and the accompanying prospectus before making your investment decision. See Where You Can Find More Information in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus we provide to you that is required to be filed with the Securities and Exchange Commission (the SEC). Neither we nor the underwriter have authorized any other person to provide you with additional or different information. If anyone provides you with additional or different information, you should not rely on it. Neither we nor the underwriter are making an offer to sell the common stock in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any such free writing prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless the context otherwise requires, references in this prospectus supplement to the Company , we , us and our ref to Bowne & Co., Inc. and its subsidiaries.

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SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS

Some of the statements in this prospectus supplement and the accompanying prospectus may be deemed forward-looking statements within the meaning of Section 21E of the Exchange Act, and Section 27A of the Securities Act. All statements, other than statements of historical fact, that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by us in light of our experience and our perception of historical trends, current conditions and expected future developments. Actual results and the timing of events may differ significantly from those projected in such forward-looking statements due to a number of factors, including those set forth in the sections entitled Risk Factors in this prospectus supplement and in our most recent Annual Report on Form 10-K and any subsequent Quarterly Report on Form 10-Q, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This is only a summary and does not contain all of the information you should consider before investing in our common stock. You should read this prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein, especially the risks of investing in our common stock discussed under Risk Factors in this prospectus supplement, our most recent Annual Report on Form 10-K and any subsequent Quarterly Report on Form 10-Q and our consolidated financial statements and notes to those consolidated financial statement incorporated by reference herein, before making an investment decision.

Our Business

We are a global leader in providing business services that help companies produce and manage their shareholder, investor, marketing and business communications. These communications include, but are not limited to, regulatory and compliance documents; personalized financial statements; enrollment kits; and sales and marketing collateral. Our services span the entire document life cycle and involve both electronic and printed media. We help clients create, edit and compose their documents; manage the content; translate the documents when necessary; personalize the documents; prepare the documents for submission to regulatory bodies and in many cases perform the filing; and print and distribute the documents, both through the mail and electronically.

Bowne operates as one business segment, and provides a full range of services that generally fall into four categories: capital markets services, shareholder reporting services, marketing communications and commercial printing.

Capital Markets Services

Capital markets services includes a comprehensive array of solutions to create, manage, translate, file and distribute shareholder and investor-related documents. Bowne provides these services to our clients in connection with capital market transactions, such as equity and debt issuances and mergers and acquisitions. The Company s capital markets services apply to registration statements, prospectuses, bankruptcy solicitation materials, special proxy statements, offering circulars, tender offer materials and other documents related to corporate financings, acquisitions and mergers. We also offer Bowne Virtual Dataroom™ (VDR), a hosted online data room capability that provides a secure and convenient means for clients to permit due diligence of documents in connection with securities offerings, mergers and acquisitions and other corporate transactions. This service is offered through an alliance with BMC Group Inc., an information management and technology service provider to corporate, legal and financial professionals. During 2008, we rolled out a major expansion of our virtual data room offering with enhanced product features and an expanded sales force. Historically, capital markets transactional services have been the single largest contributor to Bowne s total revenue and in 2008, represented approximately 25% of our total revenue.

Shareholder Reporting Services

Shareholder reporting services include compliance reporting, investment management services and translation services. Bowne provides services to public corporations in connection with their compliance obligations to produce, file and deliver periodic and other reports under applicable laws and regulations, which we call compliance reporting services .

Bowne s compliance reporting services apply to annual and interim reports, as well as regular proxy materials and other periodic reports that public companies are required to file with the SEC or other regulatory bodies around the world. Bowne is a leading filing agent for EDGAR, the SEC s electronic filing system. We provide both full-service and self-service filing options, the latter through Internet-based filing products: BowneFile16®, 8-K Express™, and 6-K Express™. In 2006, we

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expanded our compliance service offerings to include Pure Compliance^{tm}, an EDGAR-only filing service that offers clients a balance of fixed pricing, rapid turnaround, and high quality HTML output to meet their regulatory filing requirements. In 2007, we launched our electronic proxy service, Bowne ePod^{tm}, which assists public companies in responding to the SEC s rule enabling issuers to furnish proxy materials to shareholders through an electronic Notice and Access delivery model; and in 2008, we launched Bowne Compliance Driver^{sm}, an automated financial statement reporting tool, through a strategic alliance with Clarity Systems, Inc.

Bowne is an active member of XBRL International, a not-for-profit steering group of over 500 firms dedicated to the development and advancement of XBRL. In December 2008, the SEC issued a final ruling that requires companies to submit financial disclosures in XBRL beginning June 2009. We have developed flexible XBRL solutions that are designed to alleviate potential disruption and provide companies with individualized services that best meet their organization s unique needs. Clients have the option of choosing from among different levels of service: full service XBRL tagging and reporting, tagging consultation support and do-it-yourself tagging. Our capabilities also allow clients to technically validate their XBRL documents using the Bowne Interactive XBRL Viewer^{tm} and to update XBRL documents created using a prior version of the US GAAP (generally accepted accounting principles) taxonomies with the new versions that the SEC releases periodically, including the 2009 version, which was released in April 2009.

Investment management services apply to regulatory and shareholder communications such as annual or interim reports, prospectuses, information statements and marketing-related documents. We offer Customized Investor Books, which allow investment managers to tailor the information they provide to each of their individual shareholders and contract holders, reducing costs and waste, and creating a better customer experience.

In addition, we provide customized translation services to financial, legal, advertising, consulting and corporate communications professionals. Our translation services can be integrated into other phases of the document life cycle, allowing clients to make edits online and instantly create multi-lingual proofs through an automated process, minimizing disruption to their internal workflows.

Marketing Communications

Marketing communications comprise a portfolio of services to create, manage and distribute personalized communications, including financial statements, enrollment kits and sales and marketing collateral, to help companies communicate more effectively with their customers. Bowne provides these services primarily to the financial services, commercial banking, health care, insurance, gaming, and travel and leisure industries.

The marketing communications services offered by Bowne leverage advanced database management technology, coupled with high-speed digital printing, to help clients reach their customers with targeted, customized and personalized communications. Using a model that begins with extensive consultation to ascertain clients communications challenges, Bowne delivers quality technology-based applications that integrate document creation, content management, digital printing, and electronic and physical delivery.

Bowne has developed unique technology solutions that provide the framework to customize each document to meet a client s and its customers unique needs, while maintaining the controls and standards to ensure each personalized communication produced and delivered on the client s behalf is consistently accurate and of the highest quality.

Clients are afforded web-based tools to edit and manage their document content repository or database and order documents for delivery from their desktops. An extensive library of the client s documents can be edited in real-time by the client s sales, marketing and legal professionals, and extensive business logic provides for automated customization and personalization of each document based on each customer s unique profile information and needs.

Digital technology supports our

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flexible production and distribution methods, and automated controls throughout the system that are supported by bar code technology provide for speed, quality and extensive audit capabilities, as a unique document can be tracked anywhere in the system.

With the ability to provide personalized and targeted communications, rather than conventionally printed generic information, clients are able to achieve higher returns on their marketing dollars and reduce waste. Because we integrate our systems with those of our clients, these services tend to involve longer-term relationships. The primary clients for these services include mutual funds, stock brokerage firms, defined contribution providers, investment banks, insurance companies, commercial banks, health care providers, and educational services.

Commercial Printing

Bowne also provides commercial printing, which consists of annual reports, sales and marketing literature, point of purchase materials, research reports, newsletters and other custom-printed matter.

Our principal executive offices are located at 55 Water Street, New York, New York 10041, and our telephone number is (212) 658-5500. We maintain a website at www.bowne.com where general information about us is available. We are not incorporating the contents of the website into this prospectus supplement.

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THE OFFERING

Common stock offered by us	10,500,000 shares of common stock
Common stock to be outstanding after this offering(1)	38,280,962 shares of common stock
Underwriter s option to purchase additional shares from us	1,575,000 shares of common stock
Use of proceeds	We intend to use the net proceeds from the sale of our common stock in this offering to repay our term loans in their entirety and expect to use any remaining proceeds to repay borrowings under our revolving credit facility.
New York Stock Exchange symbol	BNE

(1) The number of shares of common stock that will be outstanding after this offering is based on the number of shares outstanding at June 30, 2009.

Unless we specifically state otherwise, the information in this prospectus supplement:

does not take into account the sale of up to 1,575,000 shares of common stock that the underwriter has the option to purchase from us;

excludes 2,770,035 shares of common stock issuable upon exercise of outstanding options and the payment and conversion of outstanding full-share stock awards at June 30, 2009; and

excludes future stock dividends.

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RISK FACTORS

An investment in our common stock involves a high degree of risk. Before making a decision to invest in the common stock, you should carefully consider the following:

- *the risk factors described below and those contained in the documents incorporated by reference in this prospectus supplement; and*
- *the other information included in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement.*

Risks Related to Our Common Stock

We Recently Began Paying Dividends to Holders of Our Common Stock in Shares of Common Stock Rather than in Cash and May Continue to Do So in the Future.

Beginning in 2009, our board of directors ceased paying cash dividends to holders of our common stock in order to preserve the Company s liquidity. In addition, negative covenants in our credit facility restrict our ability to pay such cash dividends during the time when the $7 million tranche of our term loan is outstanding and thereafter limit the amount of cash dividends we can pay and in certain cases require us to meet certain financial tests before cash dividends can be paid. We cannot assure you that we will pay any dividends on our common stock in the foreseeable future. Dividend determinations (including the size of our quarterly dividend and whether future dividends will be paid in stock or cash) will depend upon, among other things, our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors as our board of directors may deem relevant.

Future Sales of Substantial Amounts of Our Common Stock Could Affect the Market Price of Our Common Stock.

Future sales of substantial amounts of our common stock, or securities convertible or exchangeable into shares of our common stock, into the public market, including shares of common stock issued upon exercise of options or warrants or conversion of the preferred stock, or perceptions that those sales and/or conversions could occur, could adversely affect the prevailing market price of our common stock and our ability to raise capital in the future.

Our Issuance of Additional Common Stock or Preferred Stock May Cause Our Common Stock Price to Decline, Which May Negatively Impact Your Investment.

Issuances of substantial numbers of additional shares of our common stock or preferred stock, including in connection with future acquisitions, if any, or the perception that such issuances could occur, may cause prevailing market prices for our common stock to decline, which may negatively impact your investment. In addition, our board of directors is authorized to issue additional series of shares of preferred stock without any action on the part of our stockholders. Our board of directors also has the power, without stockholder approval, to set the terms of any such series of shares of preferred stock that may be issued, including voting rights, conversion rights, dividend rights, preferences over our common stock or our preferred stock with respect to dividends or if we liquidate, dissolve or wind up our business and other terms. If we issue preferred stock in the future that has preference over our common stock with respect to the payment of dividends or upon our liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the market price of our common stock could decrease.

Our Stock Price Has Been and Could Remain Volatile.

The market price for our common stock has been and may continue to be volatile. As the price of our common stock on the New York Stock Exchange constantly changes, it is impossible to predict whether the price of our common stock will rise or fall. Trading prices of our common stock will be

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influenced by our financial condition, operating results and prospects and by economic, financial and other factors, such as prevailing interest rates, interest rate volatility and changes in our industry and competitors. In addition, general market conditions, including the level of, and fluctuations in, the trading prices of stocks generally and sales of substantial amounts of common stock by us in the market could affect the price of shares of our common stock.

USE OF PROCEEDS

We estimate the net proceeds from the sale of common stock in this offering, based on an assumed public offering price of $8.40 per share (the last reported sale price of our common stock on the New York Stock Exchange on August 3, 2009), after deducting underwriting discounts and estimated offering expenses, will be approximately $82.7 million (or approximately $95.2 million if the underwriter exercises its option to purchase additional shares in full). We intend to use the net proceeds from the sale of our common stock in this offering to repay our term loans in their entirety and expect to use any remaining proceeds to repay borrowings under our revolving credit facility. Our term loans are comprised of a $20.0 million term loan and a $7.0 million term loan. The term loans require quarterly amortization payments, which commenced on June 30, 2009. The $20.0 million term loan amortizes in quarterly installments of approximately $1.7 million through March 31, 2011 with a payment of approximately $6.7 million due at maturity in May 2011. The $7.0 million term loan amortizes in quarterly installments of approximately $1.2 million over 18 months from June 2009. The term loans have an interest rate based on the London InterBank Offered Rate, or LIBOR, plus 4.25% in the case of Eurodollar loans or a base rate plus 3.25% in the case of Base Rate loans. There was approximately $24.2 million outstanding under the term loans as of June 30, 2009. Our revolving credit facility has an interest rate based on LIBOR plus 4.00% in the case of Eurodollar loans or a base rate plus 3.00% in the case of Base Rate loans. As of June 30, 2009, we had approximately $79.4 million outstanding under the revolving credit facility, which expires in May 2011.

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CAPITALIZATION

The following table sets forth our cash and cash equivalents and our capitalization at June 30, 2009:

- on an actual basis; and

- on an as adjusted basis giving effect to the completion of this offering and the anticipated use of proceeds, which is estimated using the last reported sale price of the common stock on August 3, 2009 of $8.40.

This table should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto included in our amended annual report on Form 10-K/A for the year ended December 31, 2008, our amended quarterly report on Form 10-Q/A for the quarter ended March 31, 2009, and our quarterly report on Form 10-Q for the quarter ended June 30, 2009, which are incorporated by reference in this prospectus supplement.

	As of June 30, 2009	
	Actual	As Adjusted
	(In thousands, except share data)	
Cash and cash equivalents	$ 13,500	$ 13,500
Long-term debt (including current portion):		
Term loan	$ 24,167	$
Revolving credit facility	79,417	20,884
Convertible subordinated debentures	7,696	7,696
Capital lease obligations	1,837	1,837
Total debt	113,117	30,417
Common stock, par value $0.01 per share; 60,000,000 shares authorized; issued 43,995,660 shares and outstanding 27,780,962 shares, net of treasury shares of 16,214,698 (actual), and issued 43,995,660 shares and outstanding 38,280,962 shares, net of treasury shares of 5,714,698 (as adjusted)	440	440
Treasury stock, at cost 16,214,698 shares (actual) and 5,714,698 shares (as adjusted)	(216,208)	(76,243)
Additional paid-in capital	123,618	66,353
Accumulated other comprehensive loss	(16,421)	(16,421)
Retained earnings	307,635	307,635
Total stockholders equity	199,064	281,764
Total capitalization	$ 312,181	$ 312,181

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CERTAIN UNITED STATES FEDERAL INCOME AND ESTATE TAX CONSEQUENCES TO NON-U.S. HOLDERS

The following is a summary of certain United States federal income and estate tax consequences of the purchase, ownership and disposition of our common stock as of the date hereof. Except where noted, this summary deals only with common stock that is held as a capital asset by a non-U.S. holder.

A non-U.S. holder means a person (other than a partnership) that is not for United States federal income tax purposes any of the following:

- an individual citizen or resident of the United States;
- a corporation (or any other entity treated as a corporation for United States federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to United States federal income taxation regardless of its source; or
- a trust if it (1) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This summary is based upon provisions of the Internal Revenue Code of 1986, as amended (the Code), and regulations, rulings and judicial decisions as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in United States federal income and estate tax consequences different from those summarized below. This summary does not address all aspects of United States federal income and estate taxes and does not deal with foreign, state, local or other tax considerations that may be relevant to non-U.S. holders in light of their personal circumstances. In addition, it does not represent a detailed description of the United States federal income tax consequences applicable to a non-U.S. holder that is subject to special treatment under the United States federal income tax laws (including if a non-U.S. holder is a United States expatriate, controlled foreign corporation , passive foreign investment company or a partnership or other pass-through entity for United States federal income tax purposes). We cannot assure a prospective holder that a change in law will not alter significantly the tax considerations that we describe in this summary.

If a partnership holds our common stock, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. A partner of a partnership holding our common stock should consult its own tax advisors.

Each prospective purchaser of our common stock should consult its own tax advisors concerning the particular United States federal income and estate tax consequences to such purchaser of the ownership of the common stock, as well as the consequences to such purchaser arising under the laws of any other taxing jurisdiction.

Dividends

We expect that stock dividends that are received by a non-U.S. holder as part of a pro rata distribution to all of our shareholders generally will not be subject to U.S. federal income or withholding tax.

Cash dividends paid to a non-U.S. holder of our common stock generally will be subject to withholding of United States federal income tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. However, cash dividends that are effectively connected with the conduct of a trade or business by the non-U.S. holder within the United States (and, if required by an applicable income tax treaty, are attributable to a United States permanent establishment) are not subject to the withholding tax, provided certain certification and disclosure requirements are satisfied. Instead, such dividends are subject to United States federal income tax on a net income basis in the same manner as if the non-U.S. holder were a United States person as defined under the Code. Any such effectively connected dividends received by a foreign corporation may be subject to an additional branch profits tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

A non-U.S. holder of our common stock who wishes to claim the benefit of an applicable treaty rate and avoid backup withholding, as discussed below, for cash dividends will be required (a) to complete Internal Revenue Service Form W-8BEN (or other applicable form) and certify under penalty of perjury that such holder is not a United States person as defined under the Code and is eligible for treaty benefits or (b) if our common stock is held through certain foreign intermediaries, to satisfy the relevant certification requirements of applicable United States Treasury regulations. Special certification and other requirements apply to certain non-U.S. holders that are pass-through entities rather than corporations or individuals.

A non-U.S. holder of our common stock eligible for a reduced rate of United States withholding tax pursuant to an income tax treaty may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the Internal Revenue Service.

Gain on Disposition of Common Stock

Any gain realized on the disposition of our common stock by a non-U.S. holder generally will not be subject to United States federal income tax unless:

- the gain is effectively connected with a trade or business of the non-U.S. holder in the United States (and, if required by an applicable income tax treaty, is attributable to a United States permanent establishment of the non-U.S. holder);

- the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met; or

- we are or have been a United States real property holding corporation for United States federal income tax purposes.

An individual non-U.S. holder described in the first bullet point immediately above will be subject to tax on the net gain derived from the sale under regular graduated United States federal income tax rates. An individual non-U.S. holder described in the second bullet point immediately above will be subject to a flat 30% tax on the gain derived from the sale, which may be offset by United States source capital losses, even though the individual is not considered a resident of the United States. If a non-U.S. holder that is a foreign corporation falls under the first bullet point immediately above, it will be subject to tax on its net gain in the same manner as if it were a United States person as defined under the Code and, in addition, may be subject to the branch profits tax equal to 30% of its effectively connected earnings and profits or at such lower rate as may be specified by an applicable income tax treaty.

We believe we are not and do not anticipate becoming a United States real property holding corporation for United States federal income tax purposes.

Federal Estate Tax

Common stock held by an individual non-U.S. holder at the time of death will be included in such holder s gross estate for United States federal estate tax purposes, unless an applicable estate tax treaty provides otherwise.

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Information Reporting and Backup Withholding

We must report annually to the Internal Revenue Service and to each non-U.S. holder the amount of dividends paid to such holder and the tax withheld with respect to such dividends, regardless of whether withholding was required. Copies of the information returns reporting such dividends and withholding may also be made available to the tax authorities in the country in which the non-U.S. holder resides under the provisions of an applicable income tax treaty.

A non-U.S. holder will be subject to backup withholding for dividends paid to such holder unless such holder certifies under penalty of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that such holder is a United States person as defined under the Code), or such holder otherwise establishes an exemption.

Information reporting and, depending on the circumstances, backup withholding will apply to the proceeds of a sale of our common stock within the United States or conducted through certain United States-related financial intermediaries, unless the beneficial owner certifies under penalty of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that the beneficial owner is a United States person as defined under the Code), or such owner otherwise establishes an exemption.

Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a non-U.S. holder s United States federal income tax liability provided the required information is furnished to the Internal Revenue Service.

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UNDERWRITING

The Company and Goldman, Sachs & Co., the underwriter, have entered into an underwriting agreement with respect to the shares being offered. Subject to certain conditions, the underwriter has agreed to purchase 10,500,000 shares.

The underwriter is committed to take and pay for all of the shares being offered, if any are taken, other than the shares covered by the option described below unless and until this option is exercised.

If the underwriter sells more than 10,500,000 shares, the underwriter has an option to buy up to an additional 1,575,000 shares from the Company. The underwriter may exercise that option for 30 days.

The following table shows the per share and total underwriting discounts and commissions to be paid to the underwriter by the Company. Such amounts are shown assuming both no exercise and full exercise of the underwriter s option to purchase additional shares.

Paid by the Company

	No Exercise	Full Exercise
Per Share	$	$
Total	$	$

Shares sold by the underwriter to the public will initially be offered at the initial public offering price set forth on the cover of this prospectus supplement. Any shares sold by the underwriter to securities dealers may be sold at a discount of up to $ per share from the public offering price. If all the shares are not sold at the public offering price, the underwriter may change the offering price and the other selling terms. The offering of the shares by the underwriter is subject to receipt and acceptance and subject to the underwriter s right to reject any order in whole or in part.

The Company and its executive officers and directors have agreed with the underwriter, subject to certain exceptions, not to pledge, dispose of or hedge any of their shares of common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus supplement continuing through the date 90 days after the date of this prospectus supplement, except with the prior written consent of the underwriter. This agreement does not apply to any existing employee benefit plans.

In connection with the offering, the underwriter may purchase and sell shares of common stock in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the underwriter of a greater number of shares than they are required to purchase in the offering. Covered short sales are sales made in an amount not greater than the underwriter s option to purchase additional shares from the Company in the offering. The underwriter may close out any covered short position by either exercising its option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to close out the covered short position, the underwriter will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which it may purchase additional shares pursuant to the option granted to it. Naked short sales are any sales in excess of such option. The underwriter must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriter is concerned that there may be downward pressure on the price of the common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchases of common stock made by the underwriter in the open market prior to the completion of the offering.

Purchases to cover a short position and stabilizing transactions, as well as other purchases by the underwriter for its own account, may have the effect of preventing or retarding a decline in the

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market price of the common stock, and together with the imposition of the penalty bid, may stabilize, maintain or otherwise affect the market price of the common stock. As a result, the price of the common stock may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued at any time. These transactions may be effected on the NYSE, in the over-the-counter market or otherwise.

The Company may enter into derivative transactions with third parties, or sell securities not covered by this prospectus supplement to third parties in privately negotiated transactions. In connection with those derivatives, the third parties may sell shares covered by this prospectus supplement, including in short sale transactions. If so, the third party may use securities pledged by the Company or borrowed from the Company or others to settle those sales or to close out any related open borrowings of common stock, and may use securities received from the Company in settlement of those derivatives to close out any related open borrowings of common stock. The third party in such sale transactions will be an underwriter or will be identified in a post-effective amendment.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), the underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of shares to the public in that Relevant Member State prior to the publication of a prospectus in relation to the shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of shares to the public in that Relevant Member State at any time:

to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts;

to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or

in any other circumstances which do not require the publication by the Issuer of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of shares to the public in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

The underwriter has represented and agreed that:

it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the shares in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares in, from or otherwise involving the United Kingdom.

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The shares may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong), and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Neither this prospectus supplement nor the accompanying prospectus has been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement, the accompanying prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares may not be circulated or distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the shares are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the shares under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

The shares have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and the underwriter has agreed that it will not offer or sell any shares, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

The Company estimates that the total expenses of the offering, excluding underwriting discounts and commissions, will be approximately $0.9 million, all of which will be paid by the Company.

The Company has agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act of 1933.

The underwriter and its affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Company, for which they received or will receive customary fees and expenses.

LEGAL MATTERS

The validity of the common stock offered hereby will be passed upon for us by Simpson Thacher & Bartlett LLP, New York, New York and for the underwriter by Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York.

EXPERTS

The consolidated financial statements and financial statement schedule of Bowne & Co., Inc. and subsidiaries as of December 31, 2008 and 2007, and for each of the years in the three-year period ended December 31, 2008, and management s assessment of the effectiveness of internal control over financial reporting as of December 31, 2008 have been incorporated by reference herein and in the accompanying prospectus in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firms as experts in accounting and auditing. The audit report on the consolidated financial statements and related financial statement schedule refers to the adoption of Financial Accounting Standards Board Interpretation No. 48, Accounting for Uncertainty in Income Taxes , as of January 1, 2007 and Statement of Financial Accounting Standards No. 157, Fair Value Measurements , as of January 1, 2008. As further discussed in the audit report dated March 16, 2009, except for Note 21, which is as of July 16, 2009, the Company retrospectively adopted Financial Accounting Standards Board Staff Position APB 14-1, Accounting for Convertible Debt Instruments that May Be Settled in Cash upon Conversion (Including Partial Cash Settlement) and accordingly, adjusted the previously issued consolidated balance sheets as of December 31, 2008 and 2007 and related statements of operations, stockholders equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2008.

WHERE YOU CAN FIND MORE INFORMATION

We are a reporting company and file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document that we file at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site at http:/www.sec.gov, from which interested persons can electronically access our SEC filings, including the registration statement of which this prospectus supplement forms a part, and the exhibits and schedules thereto.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and all documents we file pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), on or after the date of this prospectus supplement and prior to the termination of the offering under this prospectus supplement (other than in each case unless otherwise indicated, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

(a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, as amended on July 31, 2009, Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2009, as amended on July 31, 2009, and Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2009;

(b) Our Current Reports on Form 8-K filed on January 28, 2009, February 6, 2009, March 11, 2009, March 19, 2009 (including Item 8.01), April 2, 2009, June 19, 2009 and July 16, 2009 (which information has been superseded by the amended 10-K referred to in (a) above); and

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(c) The description of our common stock contained in our Registration Statement on Form 8-A/A filed pursuant to Section 12 of the Exchange Act on June 25, 1998, as amended on May 27, 1999 and June 15, 1999.

You may request a copy of these filings at no cost, by writing or telephoning:

Investor Relations
Bowne & Co., Inc.
55 Water Street
New York, New York 10041
Telephone: (212) 658-5500

The accompanying prospectus is part of a registration statement on Form S-3 we have filed with the SEC under the Securities Act. Neither this prospectus supplement nor the accompanying prospectus contains all of the information in the registration statement. We have omitted certain parts of the registration statement, as permitted by the rules and regulations of the SEC. You may inspect and copy the registration statement, including exhibits, at the SEC s Public Reference Room or on our website at www.bowne.com. Information contained on our website is not and should not be deemed a part of this prospectus supplement, the accompanying prospectus or any other report or filing filed with the SEC. Our statements in this prospectus supplement about the contents of any contract or other document are not necessarily complete. You should refer to the copy of each contract or other document we have filed as an exhibit to the registration statement for complete information.

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Prospectus

$150,000,000

Bowne & Co., Inc.

Common Stock
Preferred Stock
Debt Securities
Warrants
Depositary Shares
Units

From time to time, we may offer up to $150,000,000 of any combination of the securities described in this prospectus, either individually or in units. We may also offer common stock or preferred stock upon conversion of debt securities, common stock upon conversion of preferred stock, or common stock, preferred stock or debt securities upon the exercise of warrants. Such securities may be offered and sold by us in one or more offerings with a total aggregate principal amount or initial purchase price not to exceed $150,000,000.

This prospectus provides a general description of these securities. We will provide specific information and the terms of the securities being offered in supplements to this prospectus. The supplements may also add, update or change information in this prospectus. Please read this prospectus and any prospectus supplements together with any documents incorporated by reference carefully before investing. This prospectus may not be used to sell securities unless accompanied by a prospectus supplement.

Our common stock is traded on the New York Stock Exchange under the symbol BNE. On July 29, 2009, the last reported sale price for our common stock on the New York Stock Exchange was $7.77 per share.

Our principal executive offices are located at 55 Water Street, New York, New York 10041, and our telephone number is (212) 658-5500.

We may offer these securities directly to investors, through underwriters, dealers or agents, on a continuous or delayed basis. See Plan of Distribution. Each prospectus supplement will provide the terms of the plan of distribution relating to each series of securities.