Gannett Co., Inc. Form 4 July 01, 2015

### FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response... 0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Faure Walker Henry K.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Gannett Co., Inc. [GCI]

(Check all applicable)

C/O GANNETT CO., INC., 7950

(Month/Day/Year)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

JONES BRANCH DR.

06/29/2015

below) CEO of Newsquest Media Group

6. Individual or Joint/Group Filing(Check

(Street)

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MCLEAN, VA 22107

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Code Security or Exercise any Securities (Month/Day/Year)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(A) o Dispo	osed of . 3, 4,				
				Code V	V (A	(D)	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	06/29/2015		A	0 (	<u>)</u>	(2)	(2)	Common Stock	(1)
Restricted Stock Units	<u>(3)</u>	06/29/2015		A	1,28	31	12/31/2017	12/31/2017	Common Stock	1,281

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Faure Walker Henry K. C/O GANNETT CO., INC. 7950 JONES BRANCH DR. MCLEAN, VA 22107			CEO of Newsquest Media Group				

# **Signatures**

/s/ Elizabeth A. Allen, Attorney-In-Fact 07/01/2015

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

In connection with the spin-off of the Issuer from TEGNA Inc. on June 29, 2015, this outstanding and unvested time-vesting TEGNA restricted stock unit (RSU) award granted in 2015 was converted into an RSU award denominated in shares of the Issuer's common stock. The number of underlying shares will be adjusted (based in part on the volume weighted average per-share price of the Issuer's common

- (1) stock during each of the first five full NYSE trading sessions commencing June 29, 2015) in a manner intended to preserve the aggregate intrinsic value of the original TEGNA RSU award. Once the number of shares of the Issuer's common stock underlying this RSU award has been determined, an amended Form 4 will be filed disclosing such information. Each RSU represents a contingent right to receive one share of the Issuer's underlying common stock.
- These RSUs vest in four equal annual installments beginning on December 31, 2015. Vested shares will be delivered to the reporting person upon the earliest to occur of the termination of employment of the reporting person, a change in control of the issuer, and December 31, 2018.
- In connection with the spin-off, each outstanding time-vesting TEGNA RSU award granted prior to 2015 was converted into an RSU award in respect of both shares of TEGNA's common stock and the Issuer's common stock. The number of shares of the Issuer's common stock subject to the award was determined based on the number of the Issuer's shares distributed per TEGNA share in the spin-off. Each RSU represents a contingent right to receive one share of the Issuer's underlying common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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