

Gannett Co., Inc.  
Form 8-K  
February 24, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 23, 2016**

**GANNETT CO., INC.**

**(Exact name of registrant as specified in charter)**

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

**1-36874**  
**(Commission**  
**File Number)**

**47-2390983**  
**(IRS Employer**  
**Identification No.)**

**7950 Jones Branch Drive, McLean, Virginia, 22107-0910**

**(Address of principal executive offices, including zip code)**

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**(703) 854-6000**

**(Registrant's telephone number, including area code)**

N/A

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 23, 2016, the Board of Directors of Gannett Co., Inc. (the Company ) amended and restated the Company s Bylaws (as so amended and restated, the Bylaws ) to increase the age limit for directors (other than any director who has served or is serving as the Company s Chief Executive Officer) to 75.

This description of the amendment to the Bylaws is a summary only and is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is included as Exhibit 3.1 to this report and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

3.1 Amended and Restated Bylaws of Gannett Co., Inc., effective as of February 23, 2016

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Gannett Co., Inc.

Date: February 24, 2016

By: /s/ Barbara W. Wall  
Barbara W. Wall  
Senior Vice President and Chief Legal Officer

**EXHIBIT INDEX**

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Amended and Restated Bylaws of Gannett Co., Inc., effective as of February 23, 2016 |