Gannett Co., Inc. Form 4/A July 09, 2015

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

**OMB APPROVAL** 

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

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* KRAMER LAWRENCE S

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(Middle)

Gannett Co., Inc. [GCI]

(Check all applicable)

C/O GANNETT CO., INC., 7950

(Street)

(First)

JONES BRANCH DRIVE

3. Date of Earliest Transaction

(Month/Day/Year) 06/29/2015

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

5. Relationship of Reporting Person(s) to

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

07/01/2015

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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 (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

(A) or

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 Derivative Security

Conversion or Exercise

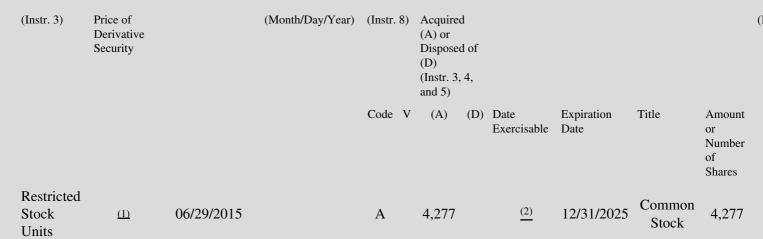
3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

#### Edgar Filing: Gannett Co., Inc. - Form 4/A



### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER LAWRENCE S C/O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	X			

#### **Signatures**

/s/ Elizabeth A. Allen, Attorney-In-Fact

07/09/2015

Date

\*\*Signature of Reporting Person

# **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 was 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. This amendment is being filed to disclose the number of shares of the Issuer's common stock underlying this RSU. 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 (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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