

GANNETT CO INC /DE/  
Form 8-K  
April 07, 2011

**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): April 7, 2011

**GANNETT CO., INC.**

(Exact name of Registrant as Specified in its Charter)

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

**1-6961**  
(Commission  
File Number)

**16-0442930**  
(I.R.S. Employer  
Identification No.)

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**7950 Jones Branch Drive**

**McLean, Virginia**  
(Address of Principal Executive Offices)  
**(703) 854-6000**

**22107-0910**  
(Zip Code)

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

**Not Applicable**

**(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 8.01 Other events.**

On April 7, 2011, the Executive Compensation Committee of the Board of Directors of Gannett Co., Inc. affirmed its commitment to pay-for-performance and transparency in executive compensation by announcing its intention to do the following on a going forward basis:

At least 50% of the equity awards (based on number of shares) granted annually to the Company's named executive officers, as defined under the rules of the U.S. Securities and Exchange Commission (SEC), will be performance-based equity awards that are earned or paid out based on the achievement of performance targets; and

The performance criteria measured and the difficulty of their achievement will be disclosed in the proxy statement for each annual meeting of shareholders during the measurement period in accordance with applicable SEC regulations.

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**Signature**

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

GANNETT CO., INC.

By: /s/ Todd A. Mayman  
Todd A. Mayman  
Senior Vice President, General Counsel and  
Secretary

Date: April 7, 2011