

Gannett Co., Inc.
Form 4
January 04, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALL BARBARA W.

(Last) (First) (Middle)

**C/O GANNETT CO., INC., 7950
JONES BRANCH DRIVE**

(Street)

MCLEAN, VA 22107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Gannett Co., Inc. [GCI]

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

12/31/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below) below)

SVP and Chief Legal Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/31/2016		M		3,152	A <u>11</u>	10,200	D	
Common Stock	12/31/2016		F		1,130	D \$ 9.71	9,070	D	
Common Stock	12/31/2016		M		3,559	A <u>11</u>	12,629	D	
Common Stock	12/31/2016		F		1,276	D \$ 9.71	11,353	D	
Common Stock							1,165.05 <u>(2)</u>	I	By 401(k) Plan

By 401(k)
Plan

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/31/2016		M		3,152		12/31/2016	12/31/2016	Common Stock	3,152
Restricted Stock Units	<u>(1)</u>	12/31/2016		M		3,559		<u>(3)</u>	12/31/2019	Common Stock	3,559
Restricted Stock Units	<u>(1)</u>	01/01/2017		A		29,248		<u>(4)</u>	12/31/2020	Common Stock	29,248

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALL BARBARA W. C/O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	SVP and Chief Legal Officer

Signatures

/s/ Elizabeth A. Allen,
Attorney-in-Fact 01/04/2017

**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).

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- (1) Each restricted stock unit represents a contingent right to receive one share of the underlying Common Stock
- (2) Based upon information from the plan administrator as of January 4, 2017.
- (3) Represents a portion of RSUs that vest in four equal annual installments beginning on December 31, 2016.
- (4) These RSUs vest in four equal annual installments beginning on December 31, 2017.

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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