

NEW YORK TIMES CO  
Form 8-K  
April 25, 2012

**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 25, 2012**

**The New York Times Company**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction  
of incorporation)

**1-5837**  
(Commission  
File Number)

**13-1102020**  
(I.R.S. Employer  
Identification No.)

**620 Eighth Avenue, New York, New York**  
(Address of principal executive offices)

**10018**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 556-1234**

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 (see General Instruction A.2. below):

- ☐ 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 5.07. Submission of Matters to a Vote of Security Holders**

The annual meeting of stockholders of The New York Times Company (the Company) was held on April 25, 2012. At the annual meeting, the Company's stockholders voted on three proposals and cast their votes as follows:

**Proposal Number 1 Election of directors**

The stockholders (with Class A and Class B common stockholders voting separately) elected all of management's nominees for election as directors. The results of the vote taken were as follows:

<b>Directors</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
<b>(Vote results of Class A common stockholders)</b>			
Robert E. Denham	94,045,713	14,653,537	12,084,159
James A. Kohlberg	94,116,102	14,583,148	12,084,159
David E. Liddle	77,611,289	31,087,961	12,084,159
Doreen A. Toben	94,153,180	14,546,070	12,084,159
<b>(Vote results of Class B common stockholders)</b>			
Raul E. Cesan	765,544	5,760	23,288
Michael Golden	771,304	0	23,288
Steven B. Green	771,304	0	23,288
Carolyn D. Greenspon	771,304	0	23,288
Ellen R. Marram	765,544	5,760	23,288
Thomas Middelhoff	771,304	0	23,288
Arthur Sulzberger, Jr.	771,304	0	23,288

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**Proposal Number 2    Advisory vote to approve executive compensation**

The Class B common stockholders voted on the advisory resolution to approve the compensation of the Company's named executive officers. The results of the vote taken were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
765,544	5,760	0	23,288

**Proposal Number 3    Ratification of the selection of Ernst & Young LLP as auditors**

The stockholders (with Class A and Class B common stockholders voting together) ratified the selection, by the Audit Committee of the Board of Directors, of Ernst & Young LLP, an independent registered public accounting firm, as auditors of the Company for the fiscal year ending December 30, 2012. The results of the vote taken were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
121,065,447	383,428	129,126	Not applicable

**SIGNATURES**

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 hereunto duly authorized.

THE NEW YORK TIMES COMPANY

Date: April 25, 2012

By: /s/ Diane Brayton  
Diane Brayton  
Secretary and Assistant General Counsel