

MCCLATCHY CO  
Form DEFA14A  
April 05, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the  
Registrant  
Filed by a Party  
other than the  
Registrant

Check the  
appropriate box:

Preliminary  
Proxy  
Statement  
Confidential,  
for Use of the  
Commission  
Only (as  
permitted by  
14a-6(e)(2))  
Definitive  
Proxy  
Statement  
Definitive  
Additional  
Materials  
Soliciting  
Material  
Under §

240.14(a)-12

The McClatchy Company  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with written preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:



\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 16, 2019.

THE  
MCCLATCHY  
COMPANY

Meeting Information

Meeting Type:	Annual Meeting
For holders as of:	March 21, 2019
Date: May 16, 2019	Time: 9:00 AM Pacific Time
Location:	Meeting live via the Internet-please visit <a href="http://www.virtualshareholdermeeting.com/MNI2019">www.virtualshareholdermeeting.com/MNI2019</a>

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit [www.virtualshareholdermeeting.com/MNI2019](http://www.virtualshareholdermeeting.com/MNI2019) and be sure to have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page).

You are receiving this communication because you hold shares in the company named above.

THE  
MCCLATCHY  
COMPANY

P.O. BOX 15779 This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).  
SACRAMENTO, CA 95852

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to  
VIEW or RECEIVE:  
NOTICE  
AND  
PROXY  
STATEMENT REPORT

How  
to  
View  
Online:

Have the information that is  
printed in the box marked by the  
arrow XXXX XXXX XXXX  
XXXX (located on the following  
page) and visit:  
[www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a  
PAPER or E-MAIL Copy:

If you want to receive a paper or  
e-mail copy of these documents,  
you must request one. There is  
NO charge for requesting a  
copy. Please choose one of the  
following methods to make your  
request:

1)  
BY  
INTERNET [www.proxyvote.com](http://www.proxyvote.com)

2)  
BY  
TELEPHONE 1639

3)  
BY  
E-Mail [Material@proxyvote.com](mailto:Material@proxyvote.com)

\* If requesting materials by  
e-mail, please send a blank e-mail  
with the information that is  
printed in the box marked by the  
arrow XXXX XXXX XXXX  
XXXX (located on the following  
page) in the subject line.

Requests, instructions and other  
inquiries sent to this e-mail  
address will NOT be forwarded to

your investment advisor. Please make the request as instructed above on or before May 2, 2019 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow

XXXX XXXX XXXX XXXX  
(located on the following page) available and follow the instructions.

During The Meeting:

Go to [www.virtualshareholdermeeting.com/MNI2019](http://www.virtualshareholdermeeting.com/MNI2019). Have the information that is printed in the box marked by

the arrow XXXX XXXX XXXX  
XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items  
The Board of  
Directors  
recommends that you  
vote FOR the  
following:

- Election  
of  
1. Directors

Nominees:

- 01) Elizabeth  
Ballantine  
02) Anjali  
Joshi  
03) Maria  
Thomas

The Board of  
Directors  
recommends you  
vote FOR the  
following proposal:

2. To ratify the  
appointment  
of Deloitte &  
Touche LLP  
as  
McClatchy's  
independent  
registered  
public  
accounting  
firm for the  
2019 fiscal  
year.

The Board of  
Directors  
recommends you  
vote FOR the  
following proposal:

3. To approve  
the  
amendment to  
The  
McClatchy

Company  
2012  
Omnibus  
Incentive  
Plan, as  
amended and  
restated (the  
“2012  
Incentive  
Plan”), to  
increase the  
number of  
shares of  
Class A  
Common  
Stock  
authorized for  
issuance  
under the  
2012  
Incentive  
Plan.

The Board of  
Directors  
recommends you  
vote AGAINST the  
following proposal:

4. To approve the shareholder proposal, if properly presented at the meeting, to implement a majority voting standard in the Company’s governance documents.

NOTE: Whether or not you provide voting directions, your proxy, when properly executed,



will be voted in  
discretion of the  
proxy holders upon  
such other matters as  
may properly come  
before the meeting  
and any  
postponement or  
adjournment thereof.

---

Voting

Items

The Board of Directors recommends that you vote FOR the following:

1. Election of Directors

Nominees:

01) Leroy

Barnes,

Jr06) William B. McClatchy

02) Molly

Maloney

07) Theodore R. Mitchell

03) Craig

I.

08) Clyde W. Ostler

04) Brown

McClatchy

Maloney

05)

Kevin

S.

McClatchy

The Board of Directors recommends you vote FOR the following proposal:

2. To ratify the appointment of Deloitte & Touche LLP as McClatchy's independent registered public accounting firm for the 2019 fiscal year.

The Board of Directors recommends you vote FOR the following proposal:

3. To approve the amendment to The McClatchy Company 2012 Omnibus Incentive Plan, as amended and restated (the "2012 Incentive Plan"), to increase the number of shares of Class A Common Stock

authorized for issuance under  
the 2012 Incentive Plan.

The Board of Directors  
recommends you vote AGAINST  
the following proposal:

4. To approve the shareholder  
proposal, if properly presented  
at the meeting, to implement a  
majority voting standard in the  
Company's governance  
documents.

NOTE: Whether or not you  
provide voting directions, your  
proxy, when properly executed,  
will be voted in discretion of the  
proxy holders upon such other  
matters as may properly come  
before the meeting and any  
postponement or adjournment  
thereof.

---

