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

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

(Print or Type Responses)

1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Gannett Co., Inc. [GCI]

(First) (Last)

3. Date of Earliest Transaction

(Check all applicable)

C/O GANNETT CO., INC., 7950

(Month/Day/Year)

Director X_ Officer (give title below)

10% Owner Other (specify

06/29/2015

SVP and Chief Legal Officer

6. Individual or Joint/Group Filing(Check

JONES BRANCH DR.

4. If Amendment, Date Original

Applicable Line)

(Street)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person

07/01/2015

Form filed by More than One Reporting

Person

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

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 8)

Following Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (Instr. 4)

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

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

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.61 (1)	06/29/2015		A		1,758		<u>(2)</u>	12/07/2015	Common Stock	1,758
Employee Stock Option (Right to Buy)	\$ 5.52 <u>(1)</u>	06/29/2015		A		2,197		<u>(2)</u>	12/10/2018	Common Stock	2,197
Restricted Stock Units	(3)	06/29/2015		A		11,098		<u>(4)</u>	12/31/2018	Common Stock	11,098

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

WALL BARBARA W. C/O GANNETT CO., INC. 7950 JONES BRANCH DR. MCLEAN, VA 22107

SVP and Chief Legal Officer

Signatures

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

07/09/2015

**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).

In connection with the spin-off of the Issuer from TEGNA Inc. on June 29, 2015, each outstanding TEGNA stock option award was

(1) number of shares and exercise prices of each option award were adjusted (based in part on the volume weighted average per-share price of the Issuer's common 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 stock option. This amendment is being filed to disclose the exercise price and number of underlying shares that have been determined in respect of each grant.

converted into an award of options to purchase both shares of TEGNA's common stock and shares of the Issuer's common stock. The

(2) The option has vested as to all shares subject to the grant.

(3)

Reporting Owners 2

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In connection with the spin-off, 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 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 (4) 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.