

MCCLATCHY CO
Form S-8
May 17, 2017

As filed with the Securities and Exchange Commission on May 17, 2017

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

THE McCLATCHY COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

52-2080478
(I.R.S. Employer
Identification No.)

2100 Q Street,
Sacramento, CA

95816

(Address of principal executive offices) (Zip code)

The McClatchy Company 2012 Omnibus Incentive Plan

(Full title of the plan)

Billie S. McConkey, Esq.

Corporate Secretary and General Counsel

The McClatchy Company

2100 Q Street

Sacramento, CA 95816

(Name, address and telephone number of agent for service)

Copy to:

Margaret de Lisser, Esq.

Hogan Lovells US LLP

Columbia Square

555 Thirteenth Street, N.W.

Washington, D.C. 20004

(202) 637-5600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer x

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Class A Common Stock, \$.01 par value	500,000	\$ 9.44	\$ 4,717,500	\$ 547.00

Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement, in addition to the number of shares of Class A common stock, \$.01 par value, of the Registrant (the “Common (1) Stock”) shown in the table above, also covers an indeterminate number of additional shares of Common Stock, which, by reason of events specified in The McClatchy Company 2012 Omnibus Incentive Plan, as amended and restated (the “Plan”), may become subject to the Plan.

Estimated pursuant to Rule 457(h) under the Securities Act solely for purposes of calculating the registration fee, (2) based upon the average of the high and low sale prices of the Common Stock as reported on the New York Stock Exchange on May 15, 2017.

EXPLANATORY NOTE

Registration of Additional Securities

This Registration Statement on Form S-8 (this “Registration Statement”) is filed for the purpose of registering 500,000 additional shares of Class A common stock (“Common Stock”) of The McClatchy Company (the “Company” or the “Registrant”), issuable pursuant to The McClatchy Company 2012 Omnibus Incentive Plan, as amended and restated (the “Plan”). Shares of the Plan have been previously filed with the Securities and Exchange Commission (the “Commission”) on a Registration Statement on Form S-8 (File No. 333- 181167) on May 4, 2012 (the “Previous Registration Statement”). Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference contents of the Previous Registration Statement, except as amended hereby.

Item 3. Incorporation of Documents by Reference.

The following documents, filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference and deemed to be a part hereof:

- a) The Company’s Annual Report on Form 10-K for the fiscal year ended December 25, 2016 filed with the Commission on March 6, 2017, including information incorporated by reference in the Form 10-K from the Company’s definitive proxy statement filed on April 4, 2017;
- b) The Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 26, 2017 filed with the Commission on May 4, 2017;
- c) The Company’s Current Reports on Form 8-K filed on January 11, 2017, January 31, 2017 (as amended on February 24, 2017), February 28, 2017 and March 27, 2017; and

The description of the Registrant’s Common Stock contained in its registration statement on Form 8-A, filed under d) Section 12 of the Exchange Act, dated November 28, 1988, as amended on December 9, 1988, and all amendments or reports filed for the purpose of updating such description of Common Stock.

All other documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all

securities offered have been sold or that deregisters all securities that remain unsold (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information “furnished” to the Commission) shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description
4.1	The McClatchy Company 2012 Omnibus Incentive Plan (as amended and restated March 23, 2017)*
5.1	Opinion of Hogan Lovells US LLP*
23.1	Consent of Hogan Lovells US LLP (contained in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP*
24.1	Power of Attorney (included with signature page)

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sacramento, State of California, on this 17th day of May, 2017.

THE McCLATCHY COMPANY

By: /s/ Craig I. Forman
Craig I. Forman
President, Chief Executive Officer and Director

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Craig I. Forman and Billie S. McConkey, and each of them, his or her true and lawful attorneys-in-fact, with full power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact of any of them, or his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 17, 2017.

Signature	Title	Date
/s/ Craig I. Forman Craig I. Forman	President, Chief Executive Officer And Director (Principal Executive Officer)	May 17, 2017
/s/ Elaine Lintecum Elaine Lintecum	Vice President-Finance, Chief Financial Officer and Treasurer (Principal Financial Officer)	May 17, 2017

Signature	Title	Date
/s/ Leroy Barnes, Jr. Leroy Barnes, Jr.	Director	May 17, 2017
/s/ Molly Maloney Evangelisti Molly Maloney Evangelisti	Director	May 17, 2017
/s/ Brown McClatchy Maloney Brown McClatchy Maloney	Director	May 17, 2017
/s/ William B. McClatchy William B. McClatchy	Director	May 17, 2017
/s/ Theodore R. Mitchell Theodore R. Mitchell	Director	May 17, 2017
/s/ Clyde W. Ostler Clyde W. Ostler	Director	May 17, 2017
/s/ Maria Thomas Maria Thomas	Director	May 17, 2017

EXHIBIT INDEX

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