

GANNETT CO INC /DE/  
Form 8-K  
February 23, 2011

**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): February 23, 2011

**GANNETT CO., INC.**

(Exact name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-6961**  
(Commission  
File Number)

**16-0442930**  
(I.R.S. Employer  
Identification No.)

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**7950 Jones Branch Drive**

**McLean, Virginia**  
**(Address of Principal Executive Offices)**

**(703) 854-6000**

**22107-0910**  
**(Zip Code)**

**Registrant's telephone number, including area code**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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:

- ..  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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 23, 2011, Gannett Co., Inc. (the Company ) announced that directors Donna E. Shalala and Karen Hastie Williams each plan to retire from the Company s Board of Directors at the end of their current terms and will not stand for re-election at the Company s 2011 Annual Meeting. The Company also announced that its Board of Directors has elected John E. Cody to serve as a director, effective immediately.

A press release announcing the departures of Ms. Shalala and Ms. Williams and the election of Mr. Cody to the Gannett Board of Directors is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibit 99.1  
Press Release issued February 23, 2011.

**Signature**

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 thereunder duly authorized.

GANNETT CO., INC.

By: /s/ Todd A. Mayman  
Todd A. Mayman  
Senior Vice President, General Counsel and  
Secretary

Date: February 23, 2011

**Exhibit Index**

| Exhibit<br>No. | Description                                                                                                                  |
|----------------|------------------------------------------------------------------------------------------------------------------------------|
| 99.1           | Press release announcing the departures of Ms. Shalala and Ms. Williams and the election of Mr. Cody to the Company's Board. |