

Dickey Robert J.
Form 4
January 03, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dickey Robert J.

(Last) (First) (Middle)

C/O GANNETT CO., INC., 7950
JONES BRANCH DRIVE

(Street)

MCLEAN, VA 22107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Gannett Co., Inc. [GCI]

3. Date of Earliest Transaction
(Month/Day/Year)

12/31/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2018		M		69,054	A	0.00	274,507	D	
Common Stock	12/31/2018		F		29,928	D	\$ 8.53	244,579	D	
Common Stock	12/31/2018		M		31,362	A	0.00	275,941	D	
Common Stock	12/31/2018		F		13,594	D	\$ 8.53	262,347	D	
Common Stock	12/31/2018		M		12,738	A	0.00	275,085	D	

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Common Stock	12/31/2018	F	5,745	D	\$ 8.53	269,340	D	
Common Stock	12/31/2018	M	24,800	A	<u>(1)</u>	294,140	D	
Common Stock	12/31/2018	F	11,185	D	\$ 8.53	282,955	D	
Common Stock	01/01/2019	M	39,453	A	<u>(1)</u>	322,408	D	
Common Stock	01/01/2019	F	18,549	D	\$ 8.53	303,859	D	
Common Stock						6,707.76 <u>(2)</u>	I	By 401(k) Plan

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/31/2018		M	69,054	12/31/2018	12/31/2018	Common Stock	69,054
Restricted Stock Units	<u>(1)</u>	12/31/2018		M	31,362	12/31/2018	12/31/2018	Common Stock	31,362
Restricted Stock Units	<u>(1)</u>	12/31/2018		M	12,738	<u>(3)</u>	12/31/2019	Common Stock	12,738
Restricted Stock Units	<u>(1)</u>	12/31/2018		M	24,800	<u>(4)</u>	12/31/2020	Common Stock	24,800
	<u>(1)</u>	01/01/2019		M	39,453	<u>(5)</u>	01/01/2021		39,453

Restricted
Stock
Units

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dickey Robert J. C/O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	X		President and CEO	

Signatures

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

01/03/2019

__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).
- (1) Each restricted stock unit represents a contingent right to receive one share of the underlying Common Stock.
- (2) Based upon information from the plan administrator as of December 27, 2018.
- (3) Represents a portion of RSUs that vest in four equal annual installments beginning on December 31, 2016.
- (4) Represents a portion of RSUs that vest in four equal annual installments beginning on December 31, 2017.
- (5) Represents a portion of RSUs that vest in three equal annual installments beginning on January 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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