

Lawlor Brian G.
Form 4
March 05, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lawlor Brian G.

2. Issuer Name and Ticker or Trading
Symbol
E.W. SCRIPPS Co [SSP]

5. Relationship of Reporting Person(s) to
Issuer

(Last) (First) (Middle)

312 WALNUT STREET, 28TH
FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

(Check all applicable)

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

President, Local Media

CINCINNATI, OH 45202

(City) (State) (Zip)

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

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)	(A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Class A Common Shares, \$.01 par value per share	03/01/2019		<u>C</u> (1)	16,920	A	\$ 22.39	96,491	D
Class A Common Shares, \$.01 par value per share	03/01/2019		<u>F</u> (2)	7,866	D	\$ 22.39	88,625	D

Common
Voting
Shares,
\$.01 par
value per
share

0 D

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	\$ 22.39	03/01/2019		C ⁽¹⁾	6,292	03/01/2018 03/01/2021	Restricted Stock Units	6,292
Restricted Stock Units	\$ 22.39	03/01/2019		C ⁽¹⁾	10,628	03/01/2019 03/01/2022	Restricted Stock Units	10,628
Restricted Stock Units	⁽³⁾					03/09/2016 03/09/2019	Restricted Stock Units	4,331 ⁽³⁾
Restricted Stock Units	⁽⁴⁾					03/09/2017 03/09/2020	Restricted Stock Units	9,322 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address

Lawlor Brian G.
312 WALNUT STREET
28TH FLOOR

Relationships

Director 10% Owner Officer Other

President, Local Media

CINCINNATI, OH 45202

Signatures

/s/ William Appleton, Attorney-in-fact for Brian G.
Lawlor

03/05/2019

__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) This transaction reflects the conversion of restricted stock units into Class A Common Shares.
- (2) The terms of this long-term incentive award mandate that the Company withhold shares to satisfy the reporting person's tax obligation.
- (3) This restricted stock unit award will vest in 2019. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- (4) This restricted stock unit award will vest in equal parts in 2019 and 2020. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

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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