

MCCLATCHY CO  
Form DEFA14A  
April 04, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the  
Registrant  
Filed by a Party  
other than the  
Registrant

Check the  
appropriate box:

Preliminary  
Proxy  
Statement  
Confidential,  
for Use of the  
Commission  
Only (as  
permitted by  
14a-6(e)(2))  
Definitive  
Proxy  
Statement  
Definitive  
Additional  
Materials  
Soliciting  
Material  
Under §

240.14(a)-12

The McClatchy Company  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with written preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:



\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 17, 2017.

THE  
MCCLATCHY  
COMPANY

Meeting Information

Annual  
Meeting Type: Meeting  
For holders as of: March 24,  
2017  
Time: 9:00  
Date: May 17, 2017, AM Local  
Time  
Location: Vizcaya  
Pavilion  
2019 21st  
Street  
Sacramento,  
CA 95818

You are receiving this communication because you hold shares in the company named above.

THE  
MCCLATCHY  
COMPANY

P.O. BOX 15779 This is not a ballot. You  
SACRAMENTO, cannot use this notice to  
CA 95852 vote these shares. This  
communication presents  
only an overview of the  
more complete proxy  
materials that are available  
to you on the Internet. You  
may view the proxy  
materials online at  
[www.proxyvote.com](http://www.proxyvote.com) or  
easily request a paper copy

(see reverse side).

We encourage you to access  
and review all of the  
important information  
contained in the proxy  
materials before voting.

See the reverse side of this  
notice to obtain proxy  
materials and voting  
instructions.

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— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to  
VIEW or RECEIVE:  
NOTICE  
AND  
PROXY  
STATEMENT REPORT

How  
to  
View  
Online:

Have the information that is  
printed in the box marked by the  
arrow XXXX XXXX XXXX  
XXXX (located on the following  
page) and visit:  
[www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a  
PAPER or E-MAIL Copy:

If you want to receive a paper or  
e-mail copy of these documents,  
you must request one. There is  
NO charge for requesting a  
copy. Please choose one of the  
following methods to make your  
request:

1)  
BY  
INTERNET [www.proxyvote.com](http://www.proxyvote.com)

2)  
BY  
TELEPHONE: 1639

3)  
BY  
E-Mail: [Material@proxyvote.com](mailto:Material@proxyvote.com)

\* If requesting materials by  
e-mail, please send a blank e-mail  
with the information that is  
printed in the box marked by the  
arrow XXXX XXXX XXXX  
XXXX (located on the following  
page) in the subject line.

Requests, instructions and other  
inquiries sent to this e-mail  
address will NOT be forwarded to

your investment advisor. Please make the request as instructed above on or before May 3, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends that you vote FOR the following:

- Election  
of  
1. Directors

Nominees:

- 01) Elizabeth  
Ballantine  
02) Clyde  
W. Ostler  
03) Maria  
Thomas

The Board of Directors recommends you vote FOR proposals 2 and 3:

- To ratify the appointment of Deloitte & Touche LLP as McClatchy's independent registered public accounting firm for the 2017 fiscal year.
- 2.

- To approve, on an advisory basis, the compensation of McClatchy's named executive officers.
- 3.

The Board of Directors recommends you vote 3 YEARS on the following proposal:

4. To hold an advisory vote on the frequency of future advisory votes on the compensation of McClatchy's named



executive officers.

The Board of Directors recommends you vote FOR proposal 5:

5. To approve the amendment and restatement of The McClatchy Company 2012 Omnibus Incentive Plan (the “2012 Incentive Plan”) to increase the number of shares of Class A Common Stock authorized for issuance under the 2012 Incentive Plan and to, among other things, re-approve the material terms and conditions relating to performance-based compensation.

NOTE: Whether or not you provide voting directions, your proxy, when properly executed, will be voted in discretion of the proxy holders upon such other matters as may properly come before the meeting and any postponement or adjournment thereof.

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Voting  
Items

The Board of Directors  
recommends that you  
vote FOR the following:

Election  
of  
1. Directors

Nominees:

01) Leroy  
Barnes,

Jr05) Kevin S. McClatchy

02) Molly  
Maloney

06) George William B. McClatchy

03) Craig  
I.

07) Theodore R. Mitchell

04) Brown  
McClatchy  
Maloney

The Board of Directors  
recommends you vote FOR  
proposals 2 and 3:

To ratify the appointment of  
Deloitte & Touche LLP as  
McClatchy's independent  
registered public accounting  
2. firm for the 2017 fiscal year.

To approve, on an advisory  
basis, the compensation of  
McClatchy's named executive  
3. officers.

The Board of Directors  
recommends you vote 3 YEARS  
on the following proposal:

To hold an advisory vote on  
the frequency of future  
advisory votes on the  
compensation of McClatchy's  
4. named executive officers.

The Board of Directors  
recommends you vote FOR  
proposal 5:

5. To approve the amendment and restatement of The McClatchy Company 2012 Omnibus Incentive Plan (the “2012 Incentive Plan”) to increase the number of shares of Class A Common Stock authorized for issuance under the 2012 Incentive Plan and to, among other things, re-approve the material terms and conditions relating to performance-based compensation.

NOTE: Whether or not you provide voting directions, your proxy, when properly executed, will be voted in discretion of the proxy holders upon such other matters as may properly come before the meeting and any postponement or adjournment thereof.

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