

Mayman Todd A.  
Form 4  
January 03, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mayman Todd A.

(Last) (First) (Middle)  
C/O TEGNA INC., 7950 JONES  
BRANCH DRIVE  
(Street)

MCLEAN, VA 22107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TEGNA INC [TGNA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2017

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)  
EVP, Chief Legal and Admin Off

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	12/31/2017		M		11,703	A 11	31,123	D
Common Stock	12/31/2017		M		6,059	A 11	37,182	D
Common Stock	12/31/2017		F(2)		8,474	D \$ 14.08	28,708	D
Common Stock	12/31/2017		A		12,951	A \$ 0	41,659	D
Common Stock	12/31/2017		F(3)		6,178	D \$ 14.08	35,481	D



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- (3) Represents shares of common stock withheld to satisfy the reporting person's tax obligation upon the acquisition of shares of common stock pursuant to the Issuer's Performance Share Plan on December 31, 2017.

The grant of restricted stock units was previously reported as 15,290 restricted stock units representing a contingent right to receive

- (4) 15,290 shares of common stock of the Issuer, but was adjusted to reflect a grant of 24,239 restricted stock units representing a contingent right to receive 24,239 shares of common stock of the Issuer following the completion of the previously-announced spin-off of the Issuer's digital automotive marketplace business on May 31, 2017.

The restricted stock units vest in four equal annual installments beginning on December 31, 2017 and, unless delivered earlier following a

- (5) change in control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person in four equal annual installments beginning on January 2, 2018.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.