

Gannett Co., Inc.
Form 4
December 03, 2015

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 *
Louis John Jeffry

(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)
12/01/2015

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)

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)
				(A) or (D) Code V Amount Price			
Common Stock	12/01/2015		M	5,819 A \$ 10.07	120,285	D	
Common Stock	12/01/2015		M	15,957 A \$ 5.83	136,242	D	
Common Stock	12/01/2015		M	976 A \$ 5.35	137,218	D	
Common Stock	12/01/2015		M	976 A \$ 4.9	138,194	D	
Common Stock	12/01/2015		M	3,776 A \$ 7.21	141,970	D	

Common Stock		18,194	I	John J. Louis, Jr. Trust under the Will of John J. Louis fbo John Jeffrey Louis
Common Stock		6,410	I	John J. Louis, Jr. Trust under the Will of John J. Louis fbo Tracy L. Merrill
Common Stock		14,013	I	John J. Louis, Jr. Trust under the Will of John J. Louis fbo Kimberly C. Louis Stewart
Common Stock		24,824	I	Marital Trust U/A John J. Louis, Jr. Trust

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)								
\$ 10.07				5,819 <u>(1)</u>	06/29/2015	04/30/2016	Common Stock	5,819
12/01/2015	M							
Employee Stock Option (Right to Buy)								
\$ 5.83				15,957 <u>(1)</u>	06/29/2015	05/04/2018	Common Stock	15,957
12/01/2015	M							
Employee Stock Option (Right to Buy)								
\$ 5.35				976 ⁽¹⁾	06/29/2015	05/03/2019	Common Stock	976
12/01/2015	M							
Employee Stock Option (Right to Buy)								
\$ 4.9				976 ⁽¹⁾ <u>(2)</u>	06/29/2015	05/01/2020	Common Stock	976
12/01/2015	M							
Employee Stock Option (Right to Buy)								
\$ 7.21				3,776 <u>(1)</u>	06/29/2015	05/07/2021	Common Stock	3,776
12/01/2015	M							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Louis John Jeffry C/O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	X			

Signatures

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

12/03/2015

**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).

The number of shares underlying this option was inadvertently underreported by a de minimis amount in the Form 4/A filed on behalf of

(1) the reporting person on July 9, 2015. The corrected number of underlying shares has been reported here. There has not been any change in the exercise price previously reported in respect of any of the options.

(2) The remaining 977 shares subject to this option vest on May 1, 2016.

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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