

Barton Kristopher
 Form 3/A
 March 20, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Barton Kristopher (Last) (First) (Middle) GANNETT CO., INC., 7950 JONES BRANCH DRIVE (Street) MCLEAN, VA 22107 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/26/2019 | 3. Issuer Name and Ticker or Trading Symbol Gannett Co., Inc. [GCI] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Product Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) 01/29/2019 | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 14,467 | D | |
| Common Stock | 1,395 ⁽¹⁾ | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Restricted Stock Units | Â (2) | 08/09/2019 | Common Stock | 20,453 | \$ (3) | D | Â |
| Restricted Stock Units | Â (4) | 12/31/2019 | Common Stock | 1,755 | \$ (3) | D | Â |
| Restricted Stock Units | Â (5) | 12/31/2020 | Common Stock | 4,607 | \$ (3) | D | Â |
| Restricted Stock Units | Â (6) | 01/01/2021 | Common Stock | 8,757 | \$ (3) | D | Â |
| Restricted Stock Units | Â (7) | 01/01/2022 | Common Stock | 19,178 | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Barton Kristopher GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | Â | Â | Â Chief Product Officer | Â |

Signatures

/s/ Elizabeth A. Allen 03/20/2019

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Based upon information from the plan administrator as of January 25, 2019.
- (2) These RSUs represent the unvested 50% portion of an award granted in 2016 and will vest in full on August 9, 2019.
- (3) Each restricted stock unit represents a contingent right to receive one share of the underlying Common Stock.
- (4) These RSUs represent the unvested 25% portion of an award granted in 2016 and will vest in full on December 31, 2019.
- (5) These RSUs represent the unvested 50% portion of an award granted in 2017 and will vest in two equal annual installments on December 31, 2019 and December 31, 2020.
- (6) These RSUs represent the unvested 67% portion of an award granted in 2018 and will vest in two annual installments on January 1, 2020 and January 1, 2021.
- (7) These RSUs granted in 2019 will vest in three annual installments on January 1, 2020, January 1, 2021 and January 1, 2022.

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Remarks:

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This Form 3/A amends and restates in its entirety the Form 3 filed by the reporting person on

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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