

Gannett Co., Inc.  
Form 8-K  
December 02, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

---

**FORM 8-K**

---

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): **December 1, 2016**

---

**GANNETT CO., INC.**

(Exact name of registrant as specified in charter)

<b>Delaware</b>	<b>1-36874</b>	<b>47-2390983</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**7950 Jones Branch Drive  
McLean, Virginia, 22107-0910**

(Address of principal executive offices)

**(703) 854-6000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report.)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 29, 2016, the Board of Directors of Gannett Co., Inc. (“Gannett”) approved an amendment (the “Amendment”) to the Gannett Co., Inc. 2015 Deferred Compensation Plan Rules for Post-2004 Deferrals (the “Plan”). The Amendment modifies the Plan to permit directors of Gannett to elect to defer fees paid in the form of restricted stock units or shares of restricted stock. A director who makes such an election will receive, in lieu of an award of restricted stock units or shares of restricted stock, a credit equal to the value of the award, determined at the time of the award. The credit will be deemed invested in units representing Gannett common stock in the separate Gannett stock fund under the Plan for the duration of the deferral period specified in the Plan. The Amendment became effective on December 1, 2016.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference into this Item 5.02.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No. Description**

10.1	Gannett Co., Inc. 2015 Deferred Compensation Plan Rules for Post-2004 Deferrals, Amendment No. 1, dated as of December 1, 2016.
------	---



**SIGNATURE**

Pursuant to requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Gannett Co., Inc.

Date: December 2, 2016 By: /s/ Barbara W. Wall  
Barbara W. Wall  
Senior Vice President and Chief Legal Officer

**INDEX TO EXHIBITS**

**Exhibit No. Description**

10.1	Gannett Co., Inc. 2015 Deferred Compensation Plan Rules for Post-2004 Deferrals, Amendment No. 1, dated as of December 1, 2016.
------	---