

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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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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