

Gannett Co., Inc.  
Form 4/A  
February 12, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**WALL BARBARA W.**

(Last) (First) (Middle)  
**C/O GANNETT CO., INC., 7950  
JONES BRANCH DR.**  
  
(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)  
**12/31/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**01/05/2016**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SVP and Chief Legal Officer**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 12/31/2015                           |  | M                              |   | 3,366   | A  | 11                                |
| Common Stock                    | 12/31/2015                           |  | F                              |   | 1,207   | D  | \$ 16.29                          |
| Common Stock                    |                                      |  |                                |   | 254,536   | I  | (2)                               |

By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         |        |
| Restricted Stock Units                     | (1)  | 12/31/2015                           |  | M                              |   | 12/31/2015   | 12/31/2015  | Common Stock                  | 3,366  |
| Restricted Stock Units                     | (1)  | 01/01/2016                           |  | A                              | 14,237 (3)  | (4)  | 12/31/2019  | Common Stock                  | 14,237 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| WALL BARBARA W.<br>C/O GANNETT CO., INC.<br>7950 JONES BRANCH DR.<br>MCLEAN, VA 22107 |               |           | SVP and Chief Legal Officer |       |

## Signatures

/s/ Elizabeth A. Allen, Attorney-In-Fact 02/12/2016

\*\*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).
- (1) Each Restricted Stock Unit represents a contingent right to receive one share of the underlying Common Stock.
- (2) Based upon information from the plan administrator as of January 4, 2016.
- (3) This Amended Form 4 is being filed to correct an inadvertent overstatement of the number of Restricted Stock Units issued to the Reporting Person on January 1, 2016 in the Form 4 initially filed on January 5, 2016. No change is made to any other information originally reported on the Form 4 initially filed on January 5, 2016.
- (4) These Restricted Stock Units vest in four equal annual installments beginning on December 31, 2016.

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.