

MCCLATCHY CO
Form DEFA14A
April 05, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the
Registrant
Filed by a Party
other than the
Registrant

Check the
appropriate box:

Preliminary
Proxy
Statement
Confidential,
for Use of the
Commission
Only (as
permitted by
14a-6(e)(2))
Definitive
Proxy
Statement
Definitive
Additional
Materials
Soliciting
Material
Under §

240.14(a)-12

The McClatchy Company
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with written preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 16, 2019.

THE
MCCLATCHY
COMPANY

Meeting Information

Meeting Type:	Annual Meeting
For holders as of:	March 21, 2019
Date: May 16, 2019	Time: 9:00 AM Pacific Time
Location:	Meeting live via the Internet-please visit www.virtualshareholdermeeting.com/MNI2019

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit www.virtualshareholdermeeting.com/MNI2019 and be sure to have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page).

You are receiving this communication because you hold shares in the company named above.

THE
MCCLATCHY
COMPANY

P.O. BOX 15779 This is not a ballot. You cannot use this notice to vote these shares. This SACRAMENTO, communication presents only an overview of the more complete proxy materials that CA 95852 are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to
VIEW or RECEIVE:
NOTICE
AND
PROXY
STATEMENT REPORT

How
to
View
Online:

Have the information that is
printed in the box marked by the
arrow XXXX XXXX XXXX
XXXX (located on the following
page) and visit:
www.proxyvote.com.

How to Request and Receive a
PAPER or E-MAIL Copy:

If you want to receive a paper or
e-mail copy of these documents,
you must request one. There is
NO charge for requesting a
copy. Please choose one of the
following methods to make your
request:

1)
BY
INTERNET www.proxyvote.com

2)
BY
TELEPHONE 1639

3)
BY
E-Mail Material@proxyvote.com

* If requesting materials by
e-mail, please send a blank e-mail
with the information that is
printed in the box marked by the
arrow XXXX XXXX XXXX
XXXX (located on the following
page) in the subject line.

Requests, instructions and other
inquiries sent to this e-mail
address will NOT be forwarded to

your investment advisor. Please make the request as instructed above on or before May 2, 2019 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow

XXXX XXXX XXXX XXXX
(located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/MNI2019. Have the information that is printed in the box marked by

the arrow XXXX XXXX XXXX
XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items
The Board of
Directors
recommends that you
vote FOR the
following:

- Election
of
1. Directors

Nominees:

- 01) Elizabeth
Ballantine
02) Anjali
Joshi
03) Maria
Thomas

The Board of
Directors
recommends you
vote FOR the
following proposal:

2. To ratify the
appointment
of Deloitte &
Touche LLP
as
McClatchy's
independent
registered
public
accounting
firm for the
2019 fiscal
year.

The Board of
Directors
recommends you
vote FOR the
following proposal:

3. To approve
the
amendment to
The
McClatchy

Company
2012
Omnibus
Incentive
Plan, as
amended and
restated (the
“2012
Incentive
Plan”), to
increase the
number of
shares of
Class A
Common
Stock
authorized for
issuance
under the
2012
Incentive
Plan.

The Board of
Directors
recommends you
vote AGAINST the
following proposal:

4. To approve the shareholder proposal, if properly presented at the meeting, to implement a majority voting standard in the Company’s governance documents.

NOTE: Whether or not you provide voting directions, your proxy, when properly executed,

will be voted in
discretion of the
proxy holders upon
such other matters as
may properly come
before the meeting
and any
postponement or
adjournment thereof.

Voting

Items

The Board of Directors recommends that you vote FOR the following:

1. Election of Directors

Nominees:

01) Leroy

Barnes,

Jr06) William B. McClatchy

02) Molly

Maloney

07) Theodore R. Mitchell

03) Craig

I.

08) Clyde W. Ostler

04) Brown

McClatchy

Maloney

05)

Kevin

S.

McClatchy

The Board of Directors recommends you vote FOR the following proposal:

2. To ratify the appointment of Deloitte & Touche LLP as McClatchy's independent registered public accounting firm for the 2019 fiscal year.

The Board of Directors recommends you vote FOR the following proposal:

3. To approve the amendment to The McClatchy Company 2012 Omnibus Incentive Plan, as amended and restated (the "2012 Incentive Plan"), to increase the number of shares of Class A Common Stock

authorized for issuance under
the 2012 Incentive Plan.

The Board of Directors
recommends you vote AGAINST
the following proposal:

4. To approve the shareholder
proposal, if properly presented
at the meeting, to implement a
majority voting standard in the
Company's governance
documents.

NOTE: Whether or not you
provide voting directions, your
proxy, when properly executed,
will be voted in discretion of the
proxy holders upon such other
matters as may properly come
before the meeting and any
postponement or adjournment
thereof.

