

Gannett Co., Inc.
Form 4/A
July 09, 2015

FORM 4

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

OMB APPROVAL

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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 *
Khazenie Jamshid

(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)

06/29/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

07/01/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Chief Technology 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	06/29/2015	A	10,654					(2)	12/31/2018	Common Stock	10,654

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khazenie Jamshid C/O GANNETT CO., INC. 7950 JONES BRANCH DR. MCLEAN, VA 22107			Chief Technology Officer	

Signatures

/s/ Elizabeth A. Allen,
Attorney-In-Fact

07/09/2015

**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).

(1) In connection with the spin-off, this outstanding and unvested time-vesting TEGNA restricted stock unit (RSU) award granted in 2015 was converted into an RSU award denominated in shares of the Issuer's common stock. The number of underlying shares was adjusted (based in part on the volume weighted average per-share price of the Issuer's common stock during each of the first five full NYSE trading sessions commencing June 29, 2015) in a manner intended to preserve the aggregate intrinsic value of the original TEGNA RSU award. This amendment is being filed to disclose the number of shares of the Issuer's common stock underlying this RSU. Each RSU represents a contingent right to receive one share of the Issuer's underlying common stock.

(2) These RSUs vest in four equal annual installments beginning on December 31, 2015. Vested shares will be delivered to the reporting person upon the earliest to occur of the termination of employment of the reporting person, a change in control of the Issuer, and December 31, 2018.

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. n 0in;width:1.2%;">

4,468,538 (2)
shares

\$70.64

\$176,600,000

\$18,896.20(4)

Arch Capital Group Ltd. 2007 Employee Share Purchase Plan, Arch Capital Group Ltd. 2007 UK Employee Share Purchase Plan, and Arch Europe Employees Save as You Earn Scheme, Common shares, \$0.01 par value

750,000
shares

\$70.64

\$52,980,000

\$5,668.86

- (1) Plus such additional number of common shares as may be issued under the Company's 2007 Long Term Incentive and Share Award Plan and 2007 Employee Share Purchase Plan in the event of a share dividend, recapitalization, share split, reverse split, reorganization, merger, amalgamation, consolidation or other similar dilutive event.
 - (2) Of the shares to be registered under this Registration Statement, 1,968,538 were previously registered for offer and sale under the Registrant's 2005 Long Term Incentive and Share Award Plan pursuant to a registration statement on Form S-8 filed on April 28, 2005 (No. 333- 124422) (the 2005 Registration Statement) and the balance are newly registered shares.
 - (3) Estimated pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, solely for purposes of determining the registration fee and is based on the average of the reported high and low sales prices of the common shares on the Nasdaq National Market on May 9, 2007.
 - (4) Such 1,968,538 shares (the Carried Forward Shares) are not included in the Registration Fee since the Carried Forward Shares were previously registered and the Registration Fee was paid pursuant to the 2005 Registration Statement.
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EXPLANATORY NOTE

Arch Capital Group Ltd., a Bermuda public limited liability company (Arch or the Registrant), registered, pursuant to a Registration Statement on Form S-8 filed on May 11, 2007 (No. 333-142835) (the Registration Statement), the offer and sale of up to 4,468,538 shares of Arch s Common Stock, par value \$0.01 per share (the Common Stock), issuable under Arch s 2007 Long Term Incentive and Share Award Plan (the LTIP) and 750,000 shares of Arch s Common Stock issuable under Arch s 2007 Employee Share Purchase Plan (the ESPP). Pursuant to the terms of the ESPP, Arch is permitted to adopt separate employee share purchase plans in order to accommodate unique requirements under foreign law. In order to accommodate such foreign law requirements, pursuant to the ESPP, Arch has adopted the Arch Capital Group Ltd. 2007 UK Employee Share Purchase Plan and the Arch Europe Employees Save as You Earn Scheme (the Foreign ESPP s). As a result of the adoption of these Foreign ESPP s, the 750,000 shares of Common Stock registered in the Registration Statement to be offered and sold pursuant to the ESPP are now to be offered and sold pursuant to the ESPP and the Foreign ESPP s. The number of shares of Common Stock available for issuance under the ESPP and the Foreign ESPP s is not being increased from the amount originally registered in the Registration Statement, rather those 750,000 shares of Common Stock may now be offered and sold jointly under the ESPP and the Foreign ESPP s.

The offer and sale of 4,468,538 shares of Common Stock issuable under the LTIP and the 750,000 shares of Common Stock now issuable under the ESPP and the Foreign ESPP s, to the extent not previously sold under the Registration Statement, may continue to be made under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hamilton, Bermuda on June 13, 2007.

ARCH CAPITAL GROUP LTD.

By: /S/ CONSTANTINE IORDANOU
Constantine Iordanou
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been duly signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/S/ CONSTANTINE IORDANOU Constantine Iordanou	President and Chief Executive Officer (Principal Executive Officer) and Director	June 13, 2007
/S/ JOHN D. VOLLARO John D. Vollaro	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	June 13, 2007
* Paul B. Ingrey	Chairman and Director	June 13, 2007
* Wolfe Bill H. Bragin	Director	June 13, 2007
* John L. Bunce, Jr.	Director	June 13, 2007
* Sean D. Carney	Director	June 13, 2007
* Jeffrey A. Goldstein	Director	June 13, 2007
* Kewsong Lee	Director	June 13, 2007
* James J. Meenaghan	Director	June 13, 2007
* John M. Pasquesi	Director	June 13, 2007
* Robert F. Works	Director	June 13, 2007

* By John D. Vollaro, as attorney-in-fact and agent.

/s/ JOHN D. VOLLARO

Name: John D. Vollaro

Attorney-in-Fact

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