

DENHAM ROBERT E  
Form 4  
April 23, 2018

**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 \*  
DENHAM ROBERT E

(Last) (First) (Middle)

THE NEW YORK TIMES  
COMPANY, 620 EIGHTH  
AVENUE

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NEW YORK TIMES CO [NYT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/19/2018

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)  | Price   |  |                                   |   |
|                                     |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Class A Common Stock <sup>(1)</sup> | 04/19/2018                           |  | A                              | 4,449   | A   | \$ 0   | 41,125                            | D |
| Class A Common Stock <sup>(2)</sup> | 04/19/2018                           |  | A                              | 36  | A   | \$ 0   | 41,161                            | D |

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

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(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 | 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 Securities (Instr. 3 and 4) |                      |                            |
|--|--|--------------------------------------|--|---------------------|---|--|---|----------------------|----------------------------|
|  |  |                                      |  | Code                | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Amount or Number of Shares |
| Phantom Stock Unit                         | (3)  | 04/19/2018                           |  | A                   | 311.6155  | (3)  | (3)   | Class A Common Stock | 311.6155                   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DENHAM ROBERT E<br>THE NEW YORK TIMES COMPANY<br>620 EIGHTH AVENUE<br>NEW YORK, NY 10018 | X             |           |         |       |

## Signatures

/s/ Diane Brayton, Attorney-in-fact for Robert E. Denham  
Date: 04/23/2018

\*\*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) Consists of a grant of stock-settled restricted stock units under The New York Times Company 2010 Incentive Compensation Plan. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock and vests on the date of the following Annual Meeting of Stockholders. Vested shares will be delivered within 90 days following the cessation of the reporting person's membership on the Board of Directors.

(2) Restricted Stock Units ("RSUs") acquired in respect of previously reported RSUs awarded under The New York Times Company 2010 Incentive Compensation Plan in connection with, and with a value equal to, cash dividends paid on The New York Times Company's Class A Common Stock ("Dividend Equivalent RSUs"). Dividend Equivalent RSUs granted in respect of vested RSUs are fully vested at grant. Dividend Equivalent RSUs granted in respect of unvested RSUs will vest on the date that such unvested RSUs vest, which is the date of the Company's first annual meeting following the initial grant.

(3) Phantom stock units credited to the reporting person's account in respect of dividend equivalent payments and accumulated interest on previously granted phantom stock units. Each phantom stock unit was credited to the reporting person's account under The New York Times Company Non-Employee Directors Deferral Plan, on April 19, 2018, based on the average closing price of a share of Class A Common Stock for the 30 trading days prior to the date of credit. Distribution in cash is generally made following the cessation of the reporting person's membership on the Board of Directors. This transaction involved a derivative security that does not have an exercise date or an expiration date.

## Edgar Filing: DENHAM ROBERT E - Form 4

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