

Dickey Robert J.  
Form 4  
January 03, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dickey Robert J.

(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)

12/31/2018

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)

President and CEO

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	12/31/2018		M		69,054	A	0.00	274,507	D	
Common Stock	12/31/2018		F		29,928	D	\$ 8.53	244,579	D	
Common Stock	12/31/2018		M		31,362	A	0.00	275,941	D	
Common Stock	12/31/2018		F		13,594	D	\$ 8.53	262,347	D	
Common Stock	12/31/2018		M		12,738	A	0.00	275,085	D	

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Common Stock	12/31/2018	F	5,745	D	\$ 8.53	269,340	D	
Common Stock	12/31/2018	M	24,800	A	<u>(1)</u>	294,140	D	
Common Stock	12/31/2018	F	11,185	D	\$ 8.53	282,955	D	
Common Stock	01/01/2019	M	39,453	A	<u>(1)</u>	322,408	D	
Common Stock	01/01/2019	F	18,549	D	\$ 8.53	303,859	D	
Common Stock						6,707.76 <u>(2)</u>	I	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)

**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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/31/2018		M	69,054	12/31/2018	12/31/2018	Common Stock	69,054
Restricted Stock Units	<u>(1)</u>	12/31/2018		M	31,362	12/31/2018	12/31/2018	Common Stock	31,362
Restricted Stock Units	<u>(1)</u>	12/31/2018		M	12,738	<u>(3)</u>	12/31/2019	Common Stock	12,738
Restricted Stock Units	<u>(1)</u>	12/31/2018		M	24,800	<u>(4)</u>	12/31/2020	Common Stock	24,800
	<u>(1)</u>	01/01/2019		M	39,453	<u>(5)</u>	01/01/2021		39,453

Restricted  
Stock  
Units

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dickey Robert J. C/O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	X		President and CEO	

## Signatures

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

01/03/2019

\_\_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 December 27, 2018.
- (3) Represents a portion of RSUs that vest in four equal annual installments beginning on December 31, 2016.
- (4) Represents a portion of RSUs that vest in four equal annual installments beginning on December 31, 2017.
- (5) Represents a portion of RSUs that vest in three equal annual installments beginning on January 1, 2019.

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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