

Locke Lori C.
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Locke Lori C.

(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
__X__ Officer (give title below) ____ Other (specify
below)

VP & Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/31/2018		M		6,720	A 11,790	D
Common Stock	12/31/2018		F		1,907	D \$ 8.53	9,883 D
Common Stock	12/31/2018		M		1,525	A 11,408	D
Common Stock	12/31/2018		F		460	D \$ 8.53	10,948 D
Common Stock	12/31/2018		M		2,764	A 13,712	D

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Common Stock	12/31/2018	F	832	D	\$ 8.53	12,880	D	
Common Stock	01/01/2019	M	2,923	A	<u>(1)</u>	15,803	D	
Common Stock	01/01/2019	F	1,035	D	\$ 8.53	14,768	D	
Common Stock						1,180.89 <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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(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 Security (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		6,720		12/31/2018	12/31/2018	Common Stock	6,720
Restricted Stock Units	<u>(1)</u>	12/31/2018		M		1,525		<u>(3)</u>	12/31/2019	Common Stock	1,525
Restricted Stock Units	<u>(1)</u>	12/31/2018		M		2,764		<u>(4)</u>	12/31/2019	Common Stock	2,764
Restricted Stock Units	<u>(1)</u>	01/01/2019		M		2,923		<u>(5)</u>	01/01/2021	Common Stock	2,923
Restricted Stock Units	<u>(1)</u>	01/01/2019		A		12,533		<u>(6)</u>	01/01/2022	Common Stock	12,533

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Locke Lori C. C/O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107			VP & Controller	

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.
- (6) These RSUs vest in three equal annual installments beginning on January 1, 2020.

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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