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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

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

(Middle)

(First)

C/O GANNETT CO., INC., 7950 JONES BRANCH DRIVE

(Street)

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify

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

below)

MCLEAN, VA 22107

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Secur	ities Acc	quired, Disposed	of, or Beneficial	lly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/31/2018		M	6,720	A	(1)	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	<u>(1)</u>	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	(1)	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 (2)	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)

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
(1)	12/31/2018		M		6,720	12/31/2018	12/31/2018	Common Stock	6,7
(1)	12/31/2018		M		1,525	(3)	12/31/2019	Common Stock	1,5
(1)	12/31/2018		M		2,764	<u>(4)</u>	12/31/2019	Common Stock	2,7
(1)	01/01/2019		M		2,923	<u>(5)</u>	01/01/2021	Common Stock	2,9
(1)	01/01/2019		A	12,533		<u>(6)</u>	01/01/2022	Common Stock	12,:
	Conversion or Exercise Price of Derivative Security (1) (1) (1)	(Month/Day/Year) or Exercise Price of Derivative Security 12/31/2018 (I) 12/31/2018 (I) 12/31/2018 (I) 01/01/2019	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) (1) 12/31/2018 (1) 12/31/2018 (1) 12/31/2018 (1) 12/31/2018 (1) 01/01/2019	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Ш 12/31/2018 M Ш 12/31/2018 M Ш 12/31/2018 M Ш 01/01/2019 M	Conversion or Exercise Price of Derivative Security 12/31/2018 12/31/2018 12/31/2018 12/31/2018 13/2018 14/1 15/2018 15/2018 16/2019 17/2019 17/2019 18/2019 18/2019/Pear) 18/2018	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Ш 12/31/2018 M 6,720 Ш 12/31/2018 M 1,525 Ш 12/31/2018 M 2,764 Ш 01/01/2019 M 2,923	Conversion or Exercise Price of Derivative Security (Month/Day/Year) or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) (Month/Day/Year) Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Expiration Date (Month/Day/Year) Ш 12/31/2018 M 6,720 12/31/2018 Ш 12/31/2018 M 1,525 (3) Ш 12/31/2018 M 2,764 (4) Ш 01/01/2019 M 2,923 (5)	Conversion or Exercise Price of Derivative Security (Month/Day/Year) any (Month/Day/Year) Execution Date, if any (Month/Day/Year) TransactioDerivative Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Expiration Date (Month/Day/Year) ш 12/31/2018 M 6,720 12/31/2018 12/31/2018 ш 12/31/2018 M 1,525 (3)/2 12/31/2019 ш 12/31/2018 M 2,764 (4)/2 12/31/2019 ш 01/01/2019 M 2,923 (5)/2 01/01/2021	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, in any (Month/Day/Year) Transaction Derivative Code Securities (Instr. 8) Expiration Date (Month/Day/Year) Underlying Column (Instr. 3 and Part of Date (Instr. 3) ш 12/31/2018 M 6,720 12/31/2018 Expiration Date (Month/Day/Year) Title ш 12/31/2018 M 6,720 12/31/2018 12/31/2018 Common Stock ш 12/31/2018 M 1,525 (a) 12/31/2019 Common Stock ш 12/31/2019 M 2,764 (a) 12/31/2019 Common Stock ш 01/01/2019 M 2,923 (b) 01/01/2021 Common Stock

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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. 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.

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