

Gannett Co., Inc.  
Form DEFA14A  
February 08, 2019

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.       )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

GANNETT CO., INC.  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2)

Aggregate number of securities to which transaction applies:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth (3) the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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The following correspondence was disseminated to Gannett Co., Inc. employees on February 7, 2019.

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Dear Colleagues,

Today we confirmed that MNG Enterprises, Inc. has submitted a notice of its intent to nominate six director candidates to stand for election to Gannett's board of directors at the company's 2019 Annual Meeting of Stockholders.

Given the recent events, this latest action by MNG was not unexpected. The Gannett board is evaluating this notice and will provide an update regarding its views on these potential candidates. As you may know, the board has a duty to evaluate director nominees in accordance with the company's bylaws and governance procedures.

Importantly, this announcement has no impact on our operations. I am counting on all of you to remain focused on your day-to-day responsibilities so we can continue to serve our communities, and in doing so, drive long-term growth for our company.

Consistent with company policy, if you receive any inquiries from the media, please refer them to Amber Allman, vice president of corporate communications, at 703-854-5358. Inquiries from analysts or investors should be referred to Stacy Cunningham, vice president of financial analysis and investor relations, at [investors@gannett.com](mailto:investors@gannett.com) or 703-854-3168.

We will keep you updated as we move through this process. Thank you, as always, for all that you do for Gannett.

Bob Dickey  
President and CEO, Gannett

#### Additional Information

Gannett Co., Inc. ("Gannett") intends to file a proxy statement and WHITE proxy card with the U.S. Securities and Exchange Commission (the "SEC") in connection with its solicitation of proxies for its 2019 Annual Meeting of Stockholders (the "2019 Annual Meeting"). **INVESTORS AND SECURITY HOLDERS OF GANNETT ARE URGED TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and security holders will be able to obtain free copies of the proxy statement (including any amendments or supplements thereto) and other documents filed with the SEC through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge in the "Investor Relations" section of Gannett's website, [www.gannett.com](http://www.gannett.com).

#### Participants in the Solicitation

Gannett and its directors, executive officers and other employees may be deemed to be participants in the solicitation of proxies from Gannett's stockholders in connection with the matters to be considered at the 2019 Annual Meeting. You can find information about Gannett's directors and executive officers in Gannett's definitive proxy statement for its 2018 Annual Meeting of Stockholders, which was filed with the SEC on March 23, 2018, and Gannett's annual report on Form 10-K for fiscal year 2017, which was filed with the SEC on February 28, 2018. Additional information regarding the ownership of Gannett securities by Gannett's directors and executive officers is included in their SEC filings on Forms 3, 4, and 5. More detailed and updated information regarding the identity of potential participants in the solicitation of proxies, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement and other relevant documents to be filed by Gannett with the SEC in connection with the 2019

Annual Meeting. You may obtain free copies of these documents using the sources indicated above.