

Cody John E  
Form 4  
April 17, 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  
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Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cody John E

(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)

02/15/2019

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                                       |
| Common Stock                    | 02/15/2019                           |                                                    | M                              |                                                                   | 3,776  | A \$ 7.21        | 6,186                                                                                         | D                                                        |                                                       |
| Common Stock                    | 02/15/2019                           |                                                    | F                              |                                                                   | 2,695  | D \$ 10.1        | 3,491                                                                                         | D                                                        |                                                       |
| Common Stock                    | 02/15/2019                           |                                                    | M                              |                                                                   | 5,252  | A \$ 4.9         | 8,743                                                                                         | D                                                        |                                                       |
| Common Stock                    | 02/15/2019                           |                                                    | F                              |                                                                   | 2,548  | D \$ 10.1        | 6,195                                                                                         | D                                                        |                                                       |
| Common Stock                    | 02/15/2019                           |                                                    | M                              |                                                                   | 423    | A \$ 5.35        | 6,618                                                                                         | D                                                        |                                                       |

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Common Stock      02/15/2019      F      225      D      \$ 10.1      6,393      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) | 8. Title and Amount of Derivative Securities (Instr. 3 and 4) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date                                               | Title        | Amount or Number of Shares |
| Stock Option                               | \$ 7.21                                                | 02/15/2019                           |                                                    | M                              |                                                                                         | 3,776                                                    |     | <u>(1)</u>                                                    | 05/07/2021                                                    | Common Stock | 3,776                      |
| Stock Option                               | \$ 4.9                                                 | 02/15/2019                           |                                                    | M                              |                                                                                         | 5,252                                                    |     | <u>(1)</u>                                                    | 05/01/2020                                                    | Common Stock | 5,252                      |
| Stock Option                               | \$ 5.35                                                | 02/15/2019                           |                                                    | M                              |                                                                                         | 423                                                      |     | <u>(1)</u>                                                    | 05/03/2019                                                    | Common Stock | 423                        |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships                             |
|-------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                                     | Director    10% Owner    Officer    Other |
| Cody John E<br>C/O GANNETT CO., INC.<br>7950 JONES BRANCH DRIVE<br>MCLEAN, VA 22107 | X                                         |

## Signatures

/s/ Elizabeth A. Allen,  
Attorney-In-Fact      04/17/2019

\_\_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).

In connection with the spin-off of the Issuer from TEGNA Inc. on June 29, 2015, each outstanding TEGNA stock option award then-held  
(1) by the reporting person was converted into awards of options to purchase shares of TEGNA's common stock and shares of the Issuer's common stock. These options to purchase shares of the Issuer's common stock were fully vested as to all shares subject to the grant.

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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