

NEW YORK TIMES CO  
Form 8-K  
April 28, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 27, 2011**

**The New York Times Company**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction  
of incorporation)

**1-5837**  
(Commission  
File Number)

**13-1102020**  
(I.R.S. Employer  
Identification No.)

**620 Eighth Avenue, New York, New York**  
(Address of principal executive offices)

**10018**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 556-1234**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

The annual meeting of stockholders of The New York Times Company (the Company) was held on April 27, 2011. At the annual meeting, the Company's stockholders voted on four proposals and cast their votes as follows:

**Proposal Number 1 Election of Directors.**

The stockholders (with Class A and Class B common stockholders voting separately) elected all of management's nominees for election as directors. The results of the vote taken were as follows:

| Directors  | For         | Withheld   | Broker<br>Non-Vote |
|--|-------------|------------|--------------------|
| <b>(Vote results of Class A common stockholders)</b> |             |            |                    |
| Raul E. Cesan  | 109,287,111 | 1,702,202  | 10,643,112         |
| Ellen R. Marram                                      | 96,775,613  | 14,213,700 | 10,643,112         |
| Thomas Middelhoff                                    | 97,344,681  | 13,644,632 | 10,643,112         |
| Doreen A. Toben                                      | 109,950,324 | 1,038,989  | 10,643,112         |
| <b>(Vote results of Class B common stockholders)</b> |             |            |                    |
| Robert E. Denham                                     | 772,226     | 0          | 20,908             |
| Lynn G. Dolnick                                      | 772,226     | 0          | 20,908             |
| Michael Golden                                       | 772,226     | 0          | 20,908             |
| Carolyn D. Greenspon                                 | 772,226     | 0          | 20,908             |
| James A. Kohlberg                                    | 772,226     | 0          | 20,908             |
| Dawn G. Lepore                                       | 772,226     | 0          | 20,908             |
| David E. Liddle                                      | 772,226     | 0          | 20,908             |
| Janet L. Robinson                                    | 772,226     | 0          | 20,908             |
| Arthur Sulzberger, Jr.                               | 772,226     | 0          | 20,908             |

**Proposal Number 2 Advisory resolution on executive compensation (the say-on-pay vote)**

The Class B common stockholders voted on the advisory resolution on compensation of the Company's named executive officers. The results of the vote taken were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 766,466    | 5,760          | 0              | 20,908                 |

**Proposal Number 3 Advisory resolution on the frequency of future advisory say-on-pay votes on executive compensation**

The Class B common stockholders voted on the advisory resolution on the frequency of future advisory say-on-pay votes on compensation of the Company's named executive officers. The Class B common stockholders voted on whether future say-on-pay votes will occur every one, two or three years. The results of the vote taken were as follows:

| <b>Every Year</b> | <b>Every Two Years</b> | <b>Every Three Years</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------------|------------------------|--------------------------|----------------|------------------------|
| 772,226           | 0                      | 0                        | 0              | 20,908                 |

Consistent with the recommendation of the Company's Board of Directors with respect to Proposal Number 3, all of the shares of Class B common stock represented at the meeting, in person or by proxy, and entitled to vote on a proposal, voted, on an advisory basis, to hold future say-on-pay votes on compensation of the Company's named executive officers every year. The Company's Board of Directors has determined that the Company will hold an annual advisory say-on-pay vote until the next advisory vote on the frequency of stockholder votes on executive compensation.

**Proposal 4 Ratification of the selection of Ernst & Young LLP as auditors**

The stockholders (with Class A and Class B common stockholders voting together) ratified the selection, by the Audit Committee of the Board of Directors, of Ernst & Young LLP, an independent registered public accounting firm, as auditors of the Company for the fiscal year ending December 25, 2011. The results of the vote taken were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 121,859,204 | 345,544        | 221,317        | Not applicable         |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE NEW YORK TIMES COMPANY

Date: April 28, 2011

By: /s/ Diane Brayton  
Diane Brayton  
Secretary and Assistant General Counsel