

Gannett Co., Inc.  
Form 8-K  
December 12, 2018

**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): December 6, 2018**

**GANNETT CO., INC.**

**(Exact name of registrant as specified in charter)**

**Delaware**

**1-36874**

**47-2390983**

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

7950 Jones Branch Drive, McLean, Virginia, 22107-0910

(Address of principal executive offices, including zip code)

(703) 854-6000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act.

**Item 5.02** **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 6, 2018, the Executive Compensation Committee of the Board of Directors of Gannett Co., Inc. (the “Company”) approved new forms of award agreement for grants of restricted stock units, performance share units and cash-settled performance units to executive officers. The new forms of agreement will be used for grants commencing in 2019. Among other changes, the forms have been revised to provide that an award recipient will forfeit all unvested units if he or she is terminated for cause, even if the employee has reached retirement age as defined in the agreement.

The foregoing description is qualified in its entirety by the forms of Restricted Stock Unit Award Agreement, Performance Share Unit Award Agreement, and Performance Unit Award Agreement, copies of which are filed as Exhibits 10.1, 10.2 and 10.3, respectively, to this Current Report on Form 8-K and are incorporated herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Form of Executive Officer Restricted Stock Unit Award Agreement

10.2 Form of Executive Officer Performance Share Unit Award Agreement

10.3 Form of Executive Officer Performance Unit Award Agreement

**SIGNATURES**

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

Gannett Co., Inc.

Date: December 12, 2018 By: /s/ Barbara W. Wall

Barbara W. Wall

Senior Vice President and Chief Legal Officer