

E.W. SCRIPPS Co
 Form 4
 March 06, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Scripps Eaton M

(Last) (First) (Middle)

C/O MIRAMAR SERVICES,
 INC., 250 GRANDVIEW AVE.,
 SUITE 400

(Street)

FT. MITCHELL, KY 41017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 E.W. SCRIPPS Co [SSP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/02/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Shares, \$.01 par value per share | 03/02/2017 | | J ⁽¹⁾ | | 355,307 | D | \$ 23.23 |
| | | | | | 335,966 | I ⁽²⁾ | |
| Class A Common Shares, \$.01 par value per share | 03/02/2017 | | J ⁽¹⁾ | | 355,307 | A | \$ 23.23 |
| | | | | | 356,956 | D | |

By
 GRATs

share

Common
Voting
Shares,
\$.01 par
value per
share

03/02/2017

J⁽³⁾

334,624 D

\$
23.23

282,693

I⁽²⁾

By GRAT

Common
Voting
Shares,
\$.01 par
value per
share

03/02/2017

J⁽³⁾

334,624 A

\$
23.23

334,624

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.

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Scripps Eaton M C/O MIRAMAR SERVICES, INC. 250 GRANDVIEW AVE., SUITE 400 FT. MITCHELL, KY 41017 | | X | | |

Signatures

/s/ Tracy Tunney Ward on behalf of Miramar Services, Inc. as Attorney-In-Fact for Eaton M. Scripps

03/06/2017

__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) On March 2, 2017, the reporting person exchanged assets of equal value for 355,307 Class A Common Shares, which were valued based on the average of the high and low market price of the Class A Common Shares on such date, with a grantor-retained annuity trust of which the reporting person is trustee. As a result, these Class A Common Shares are again directly owned by the reporting person.
 - (2) These shares were previously reported as directly beneficially owned, but were contributed on September 4, 2015, to a grantor retained annuity trust of which the reporting person is trustee.
 - (3) On March 2, 2017, the reporting person exchanged assets of equal value for 334,624 Common Voting Shares, which were valued based on the average of the high and low market price of the Class A Common Shares on such date, with a grantor-retained annuity trust of which the reporting person is trustee. As a result, these Common Voting Shares are again directly owned by the reporting person.

Remarks:

The reporting person may be deemed to have shared voting power with respect to more than 10% of the Class A Common Shares.

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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