

E.W. SCRIPPS Co
Form 4
March 13, 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 *
Peirce Mary

(Last) (First) (Middle)

312 WALNUT STREET, 28TH FLOOR

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2017

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Shares, \$.01 par value per share | 03/09/2017 | | J ⁽¹⁾ | 348,902 D | \$ 23.02 0 | I ⁽²⁾ | By GRAT |
| Class A Common Shares, \$.01 par value per share | 03/09/2017 | | J ⁽¹⁾ | 348,902 A | \$ 23.02 348,902 | D | |

| | | | | | | | | |
|--|------------|------------------|---------|---|----------|---------|------------------|---------|
| Common Voting Shares, \$0.01 par value per share | 03/09/2017 | J ⁽³⁾ | 215,333 | D | \$ 23.02 | 0 | I ⁽⁴⁾ | By GRAT |
| Common Voting Shares, \$0.01 par value per share | 03/09/2017 | J ⁽³⁾ | 215,333 | A | \$ 23.02 | 215,333 | 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Peirce Mary 312 WALNUT STREET, 28TH FLOOR CINCINNATI, OH 45202 | X | X | | |

Signatures

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

03/13/2017

__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 9, 2017, the reporting person exchanged assets of equal value for 348,902 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 two grantor retained annuity trusts 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, and September 9, 2016, to two grantor retained annuity trusts of which the reporting person is trustee. 346,658 of these shares were incorrectly described as directly held on the reporting person's two previous Forms 4.
- (3) On March 9, 2017, the reporting person exchanged assets of equal value for 215,333 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.
- (4) These shares were previously reported as directly beneficially owned, but were contributed on September 9, 2016, to a grantor retained annuity trust of which the reporting person is trustee. These shares were incorrectly described as directly held on the reporting person's two previous Forms 4.

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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