

WALL BARBARA W.  
Form 4  
January 03, 2019

**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 \*  
WALL BARBARA W.

(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)  
12/31/2018

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)  
SVP and Chief Legal Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2018		M		11,098	A	Ⓣ 29,121
Common Stock	12/31/2018		F		3,453	D	\$ 8.53 25,668
Common Stock	12/31/2018		M		11,201	A	Ⓣ 36,869
Common Stock	12/31/2018		F		3,483	D	\$ 8.53 33,386
Common Stock	12/31/2018		M		3,559	A	Ⓣ 36,945

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Common Stock	12/31/2018	F	1,170	D	\$ 8.53	35,775	D	
Common Stock	12/31/2018	M	7,312	A	Ⓐ	43,087	D	
Common Stock	12/31/2018	F	2,402	D	\$ 8.53	40,685	D	
Common Stock	01/01/2019	M	8,385	A	Ⓐ	49,070	D	
Common Stock	01/01/2019	F	3,199	D	\$ 8.53	45,871	D	
Common Stock						3,421.27 <sup>(2)</sup>	I	By 401(k) Plan

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

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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 Security (Instr. 3 and 4)	Am or Nu of 3	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of 3
Restricted Stock Units	Ⓐ	12/31/2018		M		11,098	12/31/2018 12/31/2018	Common Stock	11
Restricted Stock Units	Ⓐ	12/31/2018		M		11,201	12/31/2018 12/31/2018	Common Stock	11
Restricted Stock Units	Ⓐ	12/31/2018		M		3,559	<sup>(3)</sup> 12/31/2019	Common Stock	3
Restricted Stock Units	Ⓐ	12/31/2018		M		7,312	<sup>(4)</sup> 12/31/2020	Common Stock	7
Restricted Stock	Ⓐ	01/01/2019		M		8,385	<sup>(5)</sup> 01/01/2021	Common Stock	8

Units

Restricted  
Stock  
Units

(1)

01/01/2019

A

38,770

(6)

01/01/2022

Common  
Stock

38

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALL BARBARA W. C/O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107			SVP and Chief Legal Officer	

## Signatures

/s/ Elizabeth A. Allen,  
Attorney-in-Fact

01/03/2019

\*\*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).
- (1) Each restricted stock unit represents a contingent right to receive one share of the underlying Common Stock.
- (2) Based upon information from the plan administrator as of December 27, 2018.
- (3) Represents a portion of RSUs that vest in four equal annual installments beginning on December 31, 2016.
- (4) Represents a portion of RSUs that vest in four equal annual installments beginning on December 31, 2017.
- (5) Represents a portion of RSUs that vest in three equal annual installments beginning on January 1, 2019.
- (6) These RSUs vest in three equal annual installments beginning on January 1, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.