

Tribune Publishing Co  
Form DFAN14A  
May 05, 2016

**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): May 4, 2016**

**GANNETT CO., INC.**

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

**Delaware**  
**(State or other jurisdiction**

**1-36874**  
**(Commission**

**47-2390983**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

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

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**(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))

**Item 8.01. Other Events.**

On May 4, 2016, Gannett Co., Inc. ( Gannett ) received a letter from Tribune Publishing Company ( Tribune ) rejecting Gannett's proposal to acquire Tribune for \$12.25 per share in cash. Gannett issued a press release responding to Tribune's letter on May 4, 2016. The press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release of Gannett Co., Inc., dated May 4, 2016

**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: May 5, 2016

By: /s/ Barbara W. Wall  
Barbara W. Wall  
Senior Vice President and Chief Legal Officer

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press Release of Gannett Co., Inc., dated May 4, 2016