

Gannett SpinCo, Inc.
Form 10-12B/A
May 21, 2015

As filed with the Securities and Exchange Commission on May 21, 2015

Registration No. 001-36874

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

Amendment No. 2
to

FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES
Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

Gannett SpinCo, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

47-2390983
(I.R.S. Employer
Identification No.)

7950 Jones Branch Drive, McLean, Virginia
(Address of Principal Executive Offices)

22107-0910
(Zip Code)

(703) 854-6000

(Registrant's telephone number, including area code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

Common Stock, \$0.01 par value

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

- Large accelerated filer
 - Accelerated filer
 - Non-accelerated filer
 - Smaller reporting company
- (Do not check if a smaller reporting company)

Gannett SpinCo, Inc.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT
CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT
AND ITEMS OF FORM 10**

Certain information required to be included herein is incorporated by reference to specifically identified portions of the body of the information statement filed herewith as Exhibit 99.1. None of the information contained in the information statement shall be incorporated by reference herein or deemed to be a part hereof unless such information is specifically incorporated by reference.

Item 1. Business.

The information required by this item is contained under the sections of the information statement entitled "Information Statement Summary," "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Business," "Certain Relationships and Related Person Transactions," and "Where You Can Find More Information." Those sections are incorporated herein by reference.

Item 1A. Risk Factors.

The information required by this item is contained under the section of the information statement entitled "Risk Factors." That section is incorporated herein by reference.

Item 2. Financial Information.

The information required by this item is contained under the sections of the information statement entitled "Unaudited Pro Forma Combined Financial Statements," "Selected Historical Combined Financial Data of SpinCo," and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Those sections are incorporated herein by reference.

Item 3. Properties.

The information required by this item is contained under the section of the information statement entitled "Business." That section is incorporated herein by reference.

Item 4. Security Ownership of Certain Beneficial Owners and Management.

The information required by this item is contained under the section of the information statement entitled "Security Ownership of Certain Beneficial Owners and Management." That section is incorporated herein by reference.

Item 5. Directors and Executive Officers.

The information required by this item is contained under the sections of the information statement entitled "Directors" and "Management." These sections are incorporated herein by reference.

Item 6. Executive Compensation.

The information required by this item is contained under the section of the information statement entitled "Executive Compensation." That section is incorporated herein by reference.

Item 7. *Certain Relationships and Related Transactions.*

The information required by this item is contained under the sections of the information statement entitled "Management" and "Certain Relationships and Related Person Transactions." Those sections are incorporated herein by reference.

Item 8. *Legal Proceedings.*

The information required by this item is contained under the section of the information statement entitled "Business Legal Proceedings." That section is incorporated herein by reference.

Item 9. *Market Price of, and Dividends on, the Registrant's Common Equity and Related Stockholder Matters.*

The information required by this item is contained under the sections of the information statement entitled "Dividend Policy," "Capitalization," "The Separation and Distribution," and "Description of SpinCo's Capital Stock." Those sections are incorporated herein by reference.

Item 10. *Recent Sales of Unregistered Securities.*

The information required by this item is contained under the sections of the information statement entitled "Description of Material Indebtedness" and "Description of SpinCo's Capital Stock Sale of Unregistered Securities." Those sections are incorporated herein by reference.

Item 11. *Description of Registrant's Securities to be Registered.*

The information required by this item is contained under the sections of the information statement entitled "Dividend Policy," "The Separation and Distribution," and "Description of SpinCo's Capital Stock." Those sections are incorporated herein by reference.

Item 12. *Indemnification of Directors and Officers.*

The information required by this item is contained under the section of the information statement entitled "Description of SpinCo's Capital Stock Limitations on Liability, Indemnification of Officers and Directors and Insurance." That section is incorporated herein by reference.

Item 13. *Financial Statements and Supplementary Data.*

The information required by this item is contained under the section of the information statement entitled "Index to Financial Statements" and the financial statements referenced therein. That section is incorporated herein by reference.

Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

None.

Item 15. *Financial Statements and Exhibits.*

(a) *Financial Statements*

The information required by this item is contained under the section of the information statement entitled "Index to Financial Statements" and the financial statements referenced therein. That section is incorporated herein by reference.

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(b) *Exhibits*

See below.

The following documents are filed as exhibits hereto:

| Exhibit Number | Exhibit Description |
|-----------------------|------------------------------------------------------------------------------------------------------------|
| 2.1 | Form of Separation and Distribution Agreement** |
| 3.1 | Form of Amended and Restated Certificate of Incorporation of Gannett SpinCo, Inc.** |
| 3.2 | Form of Amended and Restated Bylaws of Gannett SpinCo, Inc.** |
| 10.1 | Form of Transition Services Agreement** |
| 10.2 | Form of Tax Matters Agreement** |
| 10.4 | Form of Employee Matters Agreement* |
| 10.5 | Icahn Agreement*** |
| 10.6 | Form of Key Executive Life Insurance Plan** |
| 10.7 | Form of Participation Agreement for Key Executive Life Insurance Plan** |
| 10.8 | Form of Deferred Compensation Plan for Post-2004 Deferrals** |
| 10.9 | Form of Pre-2005 Deferred Compensation Plan** |
| 10.10 | Form of Omnibus Incentive Compensation Plan** |
| 10.11 | Form of Transitional Compensation Plan** |
| 10.12 | Form of Supplemental Retirement Plan** |
| 10.13 | Form of Supplemental Medical Plan for Retirees** |
| 10.14 | Form of Supplemental Executive Medical Plan** |
| 10.15 | Form of Gannett Leadership Team Transition Severance Plan* |
| 10.16 | Offer Letter with Alison K. Engel* |
| 21.1 | List of subsidiaries* |
| 99.1 | Information Statement of Gannett SpinCo, Inc., preliminary and subject to completion, dated May 21, 2015** |

* To be filed by amendment.

** Filed herewith.

*** Previously filed.

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Gannett SpinCo, Inc.

By: /s/ ROBERT J. DICKEY

Name: Robert J. Dickey
Title: President and Chief Executive Officer

Date: May 21, 2015

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