

GANNETT CO INC /DE/
Form 8-K
May 10, 2013

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 7, 2013

GANNETT CO., INC.
(Exact name of Registrant as Specified in its Charter)

| | | |
|---|------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 1-6961 (Commission File Number) | 16-0442930 (I.R.S. Employer Identification No.) |
| 7950 Jones Branch Drive McLean, Virginia (Address of Principal Executive Offices) (703) 854-6000 Registrant's telephone number, including area code Not Applicable (Former name or former address, if changed since last report) | | 22107-0910 (Zip Code) |

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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

Gannett Co., Inc. held its Annual Meeting of Shareholders on May 7, 2013. The voting results on the proposals considered at the Annual Meeting are provided below.

Proposal 1

The voting results on the proposal to elect nine nominees to the Company's Board of Directors were as follows:

| | For | Against | Abstain | Broker Non-Votes |
|---------------------|-----------------|---------------|-------------|---------------------|
| John E. Cody | 177,629,895.753 | 2,936,402.528 | 459,008.555 | 18,309,818.000 |
| Howard D. Elias | 174,555,025.342 | 6,011,938.054 | 458,343.440 | 18,309,818.000 |
| John Jeffrey Louis | 177,799,836.455 | 2,769,157.244 | 456,313.137 | 18,309,818.000 |
| Marjorie Magner | 174,712,991.263 | 5,856,760.178 | 455,555.395 | 18,309,818.000 |
| Gracia C. Martore | 177,743,261.860 | 3,013,337.566 | 268,707.410 | 18,309,818.000 |
| Scott K. McCune | 177,007,475.311 | 3,558,090.711 | 459,740.814 | 18,309,818.000 |
| Duncan M. McFarland | 174,546,942.819 | 6,018,568.231 | 459,795.786 | 18,309,818.000 |
| Susan Ness | 177,678,141.063 | 2,891,304.988 | 455,860.785 | 18,309,818.000 |
| Neal Shapiro | 177,533,264.462 | 3,029,832.981 | 462,209.393 | 18,309,818.000 |

Proposal 2

The voting results on the proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2013 fiscal year were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----------------|---------------|-------------|---------------------|
| 196,597,458.473 | 2,224,539.685 | 513,126.678 | 0.000 |

Proposal 3

The voting results on the resolution to approve, by a non-binding advisory vote, the compensation of the Company's named executive officers reported in the Company's 2013 proxy statement were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----------------|----------------|-------------|---------------------|
| 168,340,560.306 | 12,129,060.547 | 555,318.983 | 18,310,185.000 |

Proposal 4

The voting results of the shareholder proposal regarding the vesting of equity awards of senior executives upon a change of control were as follows:

| For | Against | Abstain | Broker Non-Votes |
|----------------|----------------|---------------|---------------------|
| 80,995,803.223 | 98,949,930.397 | 1,079,573.216 | 18,309,818.000 |

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunder duly authorized.

GANNETT CO., INC.

By: /s/ Todd A. Mayman
Todd A. Mayman
Senior Vice President, General Counsel and Secretary

Date: May 10, 2013