

Gannett Co., Inc.  
Form 8-K  
January 31, 2019  
**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): January 28, 2019**

**GANNETT CO., INC.**

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

**Delaware**                                **1-36874**                                **47-2390983**  
**(State or other jurisdiction (Commission (IRS Employer**  
**of incorporation)                        File Number)                        Identification No.)**  
**7950 Jones Branch Drive, McLean, Virginia, 22107-0910**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02(b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 28, 2019, Tony Prophet informed Gannett Co., Inc. (the “Company”) that he has decided not to stand for re-election as a director at the Company’s next annual meeting. The Board of Directors (the “Board”) has determined that, effective at the Company’s next annual meeting, the number of directors constituting the Board shall be reduced by one.

**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: January 31, 2019    By: /s/ Barbara W. Wall  
Barbara W. Wall  
Senior Vice President and Chief Legal Officer