

Barton Kristopher
 Form 3
 January 29, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Barton Kristopher | | (Month/Day/Year) | Gannett Co., Inc. [GCI] | |
| (Last) | (First) | (Middle) | 01/26/2019 | |
| GANNETT CO., INC., 7950 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| JONES BRANCH DRIVE | | | | |
| (Street) | | | | |
| MCLEAN, VA 22107 | | | | |
| (City) | (State) | (Zip) | | |

(Check all applicable)

| | | |
|---|------------------------------------|--|
| <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | |
| (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| Chief Product Officer | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 14,467 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

Edgar Filing: Barton Kristopher - Form 3

| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|--------------|----------------------------|--------|----------------------------|---|
| Restricted Stock Units | Â (1) | 08/09/2019 | Common Stock | 20,453 | \$ (2) | D | Â |
| Restricted Stock Units | Â (3) | 12/31/2019 | Common Stock | 1,755 | \$ (2) | D | Â |
| Restricted Stock Units | Â (4) | 12/31/2020 | Common Stock | 4,607 | \$ (2) | D | Â |
| Restricted Stock Units | Â (5) | 01/01/2021 | Common Stock | 8,757 | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Barton Kristopher GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | Â | Â | Â Chief Product Officer | Â |

Signatures

/s/ Elizabeth A. Allen 01/29/2019

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These RSUs represent the unvested 50% portion of an award granted in 2016 and will vest in full on August 9, 2019.
- (2) Each restricted stock unit represents a contingent right to receive one share of the underlying Common Stock.
- (3) These RSUs represent the unvested 25% portion of an award granted in 2016 and will vest in full on December 31, 2019.
- (4) These RSUs represent the unvested 50% portion of an award granted in 2017 and will vest in two equal annual installments on December 31, 2019 and December 31, 2020.
- (5) These RSUs represent the unvested 67% portion of an award granted in 2018 and will vest in two annual installments on January 1, 2020 and January 1, 2021.

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.