

Gentzel Kevin
Form 3/A
March 20, 2019

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

OMB APPROVAL

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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	
Gentzel Kevin		(Month/Day/Year)	Gannett Co., Inc. [GCI]	
(Last)	(First)	(Middle)	01/26/2019	
C.O GANNETT CO., INC., 7950 JONES BRANCH DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	01/29/2019
MCLEAN, VA 22107			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President, USAT Net. Mar. Sol.	

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	18,479	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	12/31/2019	Common Stock	2,441	\$ (2)	D	Â
Restricted Stock Units	Â (3)	12/31/2020	Common Stock	9,828	\$ (2)	D	Â
Restricted Stock Units	Â (4)	01/01/2021	Common Stock	16,410	\$ (2)	D	Â
Restricted Stock Units	Â (5)	01/01/2022	Common Stock	35,350	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gentzel Kevin C.O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	Â	Â	Â President, USAT Net. Mar. Sol.	Â

Signatures

/s/ Elizabeth A. Allen 03/20/2019

__Signature of Date
Reporting Person

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 25% portion of an award granted in 2016 and will vest in full on December 31, 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 50% portion of an award granted in 2017 and will vest in two equal annual installments on December 31, 2019 and December 31, 2020.
- (4) 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.
- (5) These RSUs granted in 2019 will vest in three annual installments on January 1, 2020, January 1, 2021 and January 1, 2022.

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Remarks:

This Form 3/A amends and restates in its entirety the Form 3 filed by the reporting person on

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.