

Gannett SpinCo, Inc.  
Form 10-12B/A  
June 09, 2015

As filed with the Securities and Exchange Commission on June 8, 2015

Registration No. 001-36874

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

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Amendment No. 3  
to

**FORM 10**

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

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**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)

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**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

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Common Stock, \$0.01 par value

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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)

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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.

(b) **Exhibits**

See below.

The following documents are filed as exhibits hereto:

| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>                                                                                 |
|---------------------------|------------------------------------------------------------------------------------------------------------|
| 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**                                                                            |
| 10.3                      | Form of Employee Matters Agreement**                                                                       |
| 10.4                      | Icahn Agreement***                                                                                         |
| 10.5                      | Form of 2015 Deferred Compensation Plan Rules for Pre-2005 Deferrals**                                     |
| 10.6                      | Form of 2015 Deferred Compensation Plan Rules for Post-2004 Deferrals**                                    |
| 10.7                      | Form of Supplemental Retirement Plan**                                                                     |
| 10.8                      | Form of Supplemental Executive Medical Plan**                                                              |
| 10.9                      | Form of Supplemental Executive Medical Plan for Retired Executives**                                       |
| 10.10                     | Form of 2015 Key Executive Life Insurance Plan**                                                           |
| 10.11                     | Form of 2015 Key Executive Life Insurance Plan Participation Agreement**                                   |
| 10.12                     | Form of 2015 Transitional Compensation Plan**                                                              |
| 10.13                     | Form of Gannett Leadership Team Transition Severance Plan**                                                |
| 10.14                     | Form of 2015 Omnibus Incentive Compensation Plan**                                                         |
| 10.15                     | Letter Agreement with Robert J. Dickey**                                                                   |
| 10.16                     | Letter Agreement with Alison K. Engel**                                                                    |
| 10.17                     | Letter Agreement with John M. Zidich**                                                                     |
| 10.18                     | Employment and Separation Agreement with David A. Payne**                                                  |
| 10.19                     | Termination Benefits Agreement with Lawrence S. Kramer**                                                   |
| 10.20                     | Agreement and Release with Lawrence S. Kramer**                                                            |
| 21.1                      | List of subsidiaries**                                                                                     |
| 99.1                      | Information Statement of Gannett SpinCo, Inc., preliminary and subject to completion, dated June 8, 2015** |

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\*  
To be filed by amendment.

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Filed herewith.

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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

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Name: Robert J. Dickey

Title: President and Chief Executive Officer

Date: June 8, 2015

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