

Gentzel Kevin  
Form 3  
January 29, 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.,<br>INC., 7950 JONES BRANCH<br>DRIVE |   |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   | (Check all applicable)                      |                                      |  |  |
|  | <input type="checkbox"/> Director           | <input type="checkbox"/> 10% Owner   |  |  |
|  | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|  | (give title below) (specify below)          |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  | President, USAT Net. Mar. Sol.              |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| MCLEAN, VA 22107                                     |   |                                      |  |  |
| (City)   | (State)                                     | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 18,479   | D   |  |
| Common Stock                       | 1,395 <sup>(1)</sup>                                     | I   | By 401(k) Plan   |

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

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|                        | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Restricted Stock Units | Â (2)            | 12/31/2019      | Common Stock        | 2,441                      | \$ (3)                       | D  | Â |
| Restricted Stock Units | Â (4)            | 12/31/2020      | Common Stock        | 9,828                      | \$ (3)                       | D  | Â |
| Restricted Stock Units | Â (5)            | 01/01/2021      | Common Stock        | 16,410                     | \$ (3)                       | D  | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Gentzel Kevin<br>C.O GANNETT CO., INC.<br>7950 JONES BRANCH DRIVE<br>MCLEAN, VA 22107 | Â             | Â         | Â President, USAT Net. Mar. Sol. | 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) Based upon information from the plan administrator as of January 25, 2019.
- (2) These RSUs represent the unvested 25% portion of an award granted in 2016 and will vest in full on December 31, 2019.
- (3) Each restricted stock unit represents a contingent right to receive one share of the underlying Common Stock.
- (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.