GANNETT CO INC /DE/
Form 8-K
March 14, 2002

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) March 13, 2002

GANNETT CO., INC.

(Exact name of registrant as specified in its charter)

Delaware	1-6961	16-0442930
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.

7950 Jones Branch Drive, McLean, Virginia	22107
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (703) 854-6000

(Former name or former address, if changed since last report)

-2-

Item 5. Other Events.

Exhibits with respect to the sale by Gannett Co., Inc. (the "Company") of $600 million aggregate principal amount of 4.950% Notes due 2005, $700 million aggregate principal amount of 5.500% Notes due 2007 and $500 million aggregate principal amount of 6.375% Notes due 2012 are filed herewith in connection with the Company's registration statements on Form S-3 (Nos.

33-63673, 33-58686 and 333-84144).

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits:

Exhibit 1	Underwriting Agreement dated March 11, 2002 between the Com Banc of America Securities LLC, Banc One Capital Markets, I J.P. Morgan Securities Inc., as representatives of the seve underwriters
Exhibit 4.13	Form of 4.950% Note due 2005
Exhibit 4.14	Form of 5.500% Note due 2007
Exhibit 4.15	Form of 6.375% Note due 2012
Exhibit 4.16	Third Supplemental Indenture, dated as of March 14, 2002, b Company and Wells Fargo Bank Minnesota, N.A., as Trustee
Exhibit 10.11	Competitive Advance and Revolving Credit Agreement dated as 11, 2002 among the Company, the several lenders from time t parties thereto, Bank of America, N.A., as Administrative A Morgan Chase Bank and Bank One NA, as Co-Syndication Agents Barclays Bank PLC, as Documentation Agent
Exhibit 25	Form T-1 Statement of Eligibility under the Trust Indenture 1939, as amended

-3-

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 13, 2002 GANNETT CO., INC.

By: \s\ George R. Gavagan

George R. Gavagan
Vice President and Controller

-4-

EXHIBIT INDEX

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