

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 *

Â Gentzel Kevin

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/26/2019

3. Issuer Name **and** Ticker or Trading Symbol
Gannett Co., Inc. [GCI]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other

(give title below) (specify below)

President, USAT Net. Mar. Sol.

C.O GANNETT CO.,
INC.,Â 7950 JONES BRANCH
DRIVE

(Street)

MCLEAN,Â VAÂ 22107

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
___ 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

18,479

D

Â

Common Stock

1,395 ⁽¹⁾

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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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

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) 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 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 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.