

A. H. Belo Corp
Form 8-K
March 08, 2019
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 7, 2019

(Exact name of registrant as specified in its charter)

Commission file number: 1-33741

Texas
(State or other jurisdiction of incorporation or organization)

38-3765318
(I.R.S. Employer Identification No.)

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P. O. Box 224866, Dallas, Texas 75222-4866
(Address of principal executive offices, including zip code)

(214) 977-8222
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On March 8, 2019, A. H. Belo Corporation (the "Company") announced its consolidated financial results for the three months ended December 31, 2018. A copy of the announcement press release is furnished with this report as Exhibit 99.1.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On March 7, 2019, director John P. Puerner advised the Board of Directors (the "Board") of A. H. Belo Corporation that he will retire from the Board at the expiration of his current term immediately following the Company's 2019 annual meeting of shareholders on May 9, 2019, and will not stand for re-election as a director.

As a result of Mr. Puerner's retirement, on March 7, 2019, the Company's Board of Directors, in accordance with the provisions of its Bylaws, approved a resolution reducing the size of the Company's Board of Directors from eight (8) directors to seven (7) directors effective as of May 9, 2019.

Item 8.01. Other Events.

On March 7, 2019, the Company's Board of Directors approved a second quarter 2019 dividend of \$0.08 per share. The dividend will be payable on June 7, 2019 to shareholders of record at the close of business on May 17, 2019. A copy of the announcement press release is furnished with this report as Exhibit 99.2.

On March 7, 2019, the Company's Board of Directors authorized the repurchase of up to an additional 1,500,000 shares of the Company's Series A common stock, par value \$0.01 per share, from time to time in open market repurchases, including block repurchases, or individually negotiated transactions. As of March 7, 2019, the Company had 724,812 shares remaining under its prior Board-approved repurchase authority. The aggregate amount of repurchases, including under prior authority, is limited to \$8.8 million.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release issued by A. H. Belo Corporation on March 8, 2019

99.2 Dividend announcement by A. H. Belo Corporation on March 8, 2019

SIGNATURE

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 thereunto duly authorized.

A. H. BELO CORPORATION

Date: March 8, 2019 By: /s/ Katy Murray
Katy Murray
Senior Vice President/Chief Financial Officer

EXHIBIT INDEX

Exhibit No. 99.1 Press Release issued by A. H. Belo Corporation on March 8, 2019

Exhibit No. 99.2 Dividend announcement by A. H. Belo Corporation on March 8, 2019
