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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 24, 2015**

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**GANNETT CO., INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-6961**  
(Commission  
File Number)

**16-0442930**  
(IRS Employer  
Identification No.)

**7950 Jones Branch Drive, McLean, Virginia**  
(Address of principal executive offices)

**22107-0910**  
(Zip Code)

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

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

Double Trigger Vesting

On February 24, 2015, the Executive Compensation Committee (“Committee”) of the Gannett Co., Inc. (“Company”) Board of Directors adopted a new policy to eliminate automatic accelerated vesting of equity awards to employees upon a Company change in control (“CIC”) transaction. Beginning January 1, 2016, equity awards to employees will have “double-trigger” vesting upon a CIC transaction, subject to contractual rights in effect on February 24, 2015. “Double-trigger” vesting means that a CIC will only accelerate full vesting of the awards if the awards are not continued or assumed (e.g., the awards are not equitably converted or substituted for awards of the successor company) in connection with the CIC or the recipient has a qualifying termination of employment within two years after the CIC.

Minimum Vesting Period

Also on February 24, 2015, the Committee adopted new vesting rules for equity awards to employees that are paid and vest solely based on service, amending the Company’s 2001 Omnibus Incentive Compensation Plan (as amended and restated as of May 4, 2010) (the “Plan”). As a result of the amendment, beginning January 1, 2016, equity awards granted to employees that are paid and vest solely based on service will generally be subject to a minimum vesting period requiring at least one year of service. The Committee may adopt shorter vesting periods or provide for accelerated vesting after less than one year: (i) in connection with terminations of employment due to death, disability, retirement or other circumstances that the Committee determines to be appropriate; (ii) in connection with a CIC in which the award is not continued or assumed (e.g., the award is not equitably converted or substituted for an award of the successor company); (iii) for grants made in connection with an acquisition by the Company or its subsidiaries or affiliates in substitution for pre-existing awards; (iv) for new hire inducement awards or off-cycle awards; or (v) to comply with contractual rights in effect on February 24, 2015.

Prohibition on Cash Buyouts of Underwater Options

On February 24, 2015, the Committee also amended the Plan to formalize the Company’s long-standing practice of prohibiting cash buyouts of underwater stock options without shareholder approval.

The foregoing summaries of the amendments to the Plan are subject to, and qualified by, the full text of Amendment Number 1, attached hereto as Exhibit 10-1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

See Index to Exhibits attached hereto.

**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.

Date: February 25, 2015

**GANNETT CO., INC.**

By: /s/ Todd A. Mayman

Todd A. Mayman

Senior Vice President, General Counsel and Secretary

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**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
10-1	Amendment Number 1 to 2001 Omnibus Incentive Compensation Plan (Amended and Restated as of May 4, 2010).*

**Gannett Co., Inc.**  
**2001 Omnibus Incentive Compensation Plan**  
**(Amended and Restated as of May 4, 2010)**  
**Amendment Number 1**

Pursuant to Section 16 of the Gannett Co., Inc. 2001 Omnibus Incentive Compensation Plan (Amended and Restated as of May 4, 2010) (the "Plan"), Gannett Co., Inc. hereby amends the Plan, effective as of the date of this amendment, as follows:

1. Article 6 of the Plan is amended by adding the following new sections 6.9 and 6.10 to the end of such Article:

**6.9 Restriction on Cash Buyouts of Underwater Options.** The Company may not purchase, cancel or buy out an underwater Option in exchange for cash without first obtaining Shareholder approval.

**6.10 Service Requirement for Options that Vest Solely Based on Service.** For Options granted on or after January 1, 2016, Options granted to Employees that vest solely based on service will be subject to a minimum vesting period requiring at least one year of service; provided that the Committee may adopt shorter vesting periods or provide for accelerated vesting after less than one year: (i) in connection with terminations of employment due to death, disability, retirement or other circumstances that the Committee determines to be appropriate; (ii) in connection with a Change in Control in which the Option is not continued or assumed (e.g., the Option is not equitably converted or substituted for an option of the successor company); (iii) for grants made in connection with an acquisition by the Company or its Subsidiaries or Affiliates in substitution for pre-existing awards; (iv) for new hire inducement awards or off-cycle awards; or (v) to comply with contractual rights in effect on February 24, 2015.

2. Article 7 of the Plan is amended by adding the following new sections 7.8 and 7.9 to the end of such Article:

**7.8 Restriction on Cash Buyouts of Underwater SARs.** The Company may not purchase, cancel or buy out an underwater SAR in exchange for cash without first obtaining Shareholder approval.

**7.9 Service Requirement for SARs that Vest Solely Based on Service.** For SARs granted on or after January 1, 2016, SARs granted to Employees that vest solely based on service will be subject to a minimum vesting period requiring at least one year of service; provided that the Committee may adopt shorter vesting periods or provide for accelerated vesting after less than one year: (i) in connection with terminations of employment due to death, disability, retirement or other circumstances that the Committee determines to be appropriate; (ii) in connection with a Change in Control in which the SAR is not continued or assumed (e.g., the SAR is not equitably converted or substituted for a stock appreciation right of the successor company); (iii) for grants made in connection with an acquisition by the Company or its Subsidiaries or Affiliates in substitution for pre-existing awards; (iv) for new hire inducement awards or off-cycle awards; or (v) to comply with contractual rights in effect on February 24, 2015.

3. Article 8 of the Plan is amended by adding the following new section 8.8 to the end of such Article:

**8.8 Service Requirement for Restricted Stock that Vests Solely Based on Service.** For Restricted Stock granted on or after January 1, 2016, Restricted Stock granted to Employees that vests and is paid solely based on service will be subject to a minimum vesting period requiring at least one year of service; provided that the Committee may adopt shorter vesting periods or provide for accelerated vesting after less than one year: (i) in connection with terminations of employment

due to death, disability, retirement or other circumstances that the Committee determines to be appropriate; (ii) in connection with a Change in Control in which the Restricted Stock is not continued or assumed (e.g., the Restricted Stock is not equitably converted or substituted for restricted stock of the successor company); (iii) for grants made in connection with an acquisition by the Company or its Subsidiaries or Affiliates in substitution for pre-existing awards; (iv) for new hire inducement awards or off-cycle awards; or (v) to comply with contractual rights in effect on February 24, 2015.

4. Article 9 of the Plan is amended by adding the following new section 9.7 to the end of such Article:

**9.7 Service Requirement for Restricted Stock Units that Vest Solely Based on Service.** For Restricted Stock Units granted on or after January 1, 2016, Restricted Stock Units granted to Employees that vest and are paid solely based on service will be subject to a minimum vesting period requiring at least one year of service; provided that the Committee may adopt shorter vesting periods or provide for accelerated vesting after less than one year: (i) in connection with terminations of employment due to death, disability, retirement or other circumstances that the Committee determines to be appropriate; (ii) in connection with a Change in Control in which the Restricted Stock Unit is not continued or assumed (e.g., the Restricted Stock Unit is not equitably converted or substituted for a restricted stock unit of the successor company); (iii) for grants made in connection with an acquisition by the Company or its Subsidiaries or Affiliates in substitution for pre-existing awards; (iv) for new hire inducement awards or off-cycle awards; or (v) to comply with contractual rights in effect on February 24, 2015.

IN WITNESS WHEREOF, Gannett Co., Inc. has caused this Amendment to be executed by its duly authorized officer as of February 24, 2015.

GANNETT CO., INC.

By: /s/ Kevin E. Lord

Name: Kevin E. Lord

Title: Senior Vice President/Human Resources