

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) May 2, 2000  
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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.)

1100 Wilson Boulevard, Arlington, Virginia

22234

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (703) 284-6000  
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(Former name or former address, if changed since last report)  
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Item 5. Other Events.

As of May 2, 2000, Gannett Co., Inc. amended its Rights Plan Agreement, dated as of May 21, 1990 (the "Rights Agreement"), between the company and First Chicago Trust Company of New York, as Rights Agent. The amendment to the Rights Agreement provides for (1) the increase of the Purchase Price of the Rights under the Rights Agreement to \$280 and (2) the extension of the Final Expiration Date of the Rights under the Rights Agreement to May 31, 2010. Capitalized terms used in this Form 8-K that are not defined in this Form 8-K have the meanings ascribed to them in the Rights Agreement.

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

(c) Exhibits.

99.1 Press Release dated May 2, 2000 announcing the company's amendment of its Rights Plan Agreement.

99.2 Amendment No. 1 to Rights Plan Agreement, dated as of May 2, 2000, between Gannett Co., Inc. and Norwest Bank Minnesota, N.A., as successor rights agent to First Chicago Trust Company of New York.

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: May 2, 2000

GANNETT CO., INC.

By: /s/ Thomas L. Chapple  
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Senior Vice President,  
General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number -----	Exhibit -----	Sequentially Numbered Page -----
99.1	Press Release dated May 2, 2000 announcing the company's amendment of its Rights Plan Agreement	5
99.2	Amendment No. 1 to Rights Plan Agreement, dated as of May 2, 2000, between Gannett Co., Inc. and Norwest Bank Minnesota, N.A., as successor rights agent to First Chicago Trust Company of New York	Incorporated by reference from Exhibit 2 to the company's Registration Statement on Form 8-A/A filed on May 2, 2000

May 2, 2000

ARLINGTON, VA - Gannett Co., Inc. today announced that its Board of Directors has approved an amendment of its Shareholder Rights Plan to extend the expiration date of the Rights to May 31, 2010 and increase the initial exercise price of each Preferred Stock Purchase Right to \$280. The Shareholder Rights Plan was originally approved in 1990.

Subject to certain exceptions, the Rights will be exercisable only if a person or group acquires 15% or more of Gannett's common stock or announces a tender or exchange offer the consummation of which would result in ownership by a person or group of 15% or more of the common stock (other than in the event of certain Board-approved offers). If a person or group acquires 15% or more of Gannett's common stock (other than pursuant to certain Board-approved offers), each Right will entitle its holder (other than such acquiring person or members of such group) to purchase, at the \$280 exercise price, shares of Gannett's common stock having a market value of twice such price. If Gannett is acquired (other than pursuant to certain Board-approved offers) in a merger or other business combination after a person or group has acquired 15% or more of Gannett's common stock, each Right will entitle its holder to purchase, at the exercise price, a number of the acquirer's common shares having a market value of twice such price. The company can redeem the Rights for \$.01 per Right before the acquisition by a person or group of 15% or more of the Company's stock and thereafter under certain circumstances.

"The amendments to our Rights Plan were adopted in order to maintain the Rights Plan and to respond to increases in the market value of our stock since the initial adoption of the Rights Plan 10 years ago. The Rights Plan and these amendments were adopted to deter abusive takeover tactics that could be used to deprive Gannett's shareholders of the full value of their investment," stated John J. Curley, Chairman and CEO. "They were not adopted in response to any specific effort to acquire control of the company."

Further details concerning Gannett's Shareholder Rights Plan, as amended, are contained in a letter that will be mailed to all Gannett shareholders.

Gannett Co., Inc. is an international news and information company that publishes 74 daily newspapers in the USA, including USA TODAY, the nation's largest-selling daily newspaper. The company also owns a variety of non-daily publications and USA WEEKEND, a weekly newspaper magazine. Newsquest plc, a wholly owned Gannett subsidiary acquired in mid-1999, is one of the largest regional newspaper publishers in England with a portfolio of more than 180 titles. Its publications include 11 daily newspapers with a combined circulation of approximately 450,000. Newsquest also publishes a variety of non-daily publications, including Berrow's Worcester Journal, the oldest continuously published newspaper in the world. Gannett also operates 22 television stations and is an Internet leader with sites sponsored by most of its TV stations and newspapers including USATODAY.com, one of the most popular news sites on the Web.

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