
**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) May 5, 2015

GANNETT CO., INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-6961
(Commission
File Number)

16-0442930
(IRS Employer
Identification No.)

7950 Jones Branch Drive, McLean, Virginia 22107-0910
(Address of Principal Executive Offices) (Zip Code)

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

Not Applicable

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

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 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

As previously announced, Gannett Co., Inc. (the "Company") is planning to separate its digital/broadcast and publishing businesses into two separate publicly traded companies. In connection with this separation, the Company is restructuring its 401(k) plans, forming separate plans for the digital/broadcast and publishing businesses (collectively, the "Plan"). Gannett has also retained a new record keeper for the Plan. As a result of these changes, more than 50% of the Company's 401(k) plan participants will be temporarily unable to exercise certain rights otherwise available under the Plan (the "blackout").

On May 8, 2015, the Company sent a notice (the "Blackout Notice") to its directors and officers who are subject to Section 16 of the Securities Exchange Act of 1934, as amended, informing them that a blackout will be imposed. The blackout is expected to begin after the market closes on June 5, 2015 and last until the week of June 15, 2015.

Section 306 of the Sarbanes-Oxley Act of 2002 and Regulation BTR, issued by the U.S. Securities and Exchange Commission, generally impose restrictions on trading by executive officers and directors in the event that 50% or more of the issuer's 401(k) plan participants are so restricted.

During the blackout, subject to certain limited exceptions, directors and executive officers will be prohibited from directly or indirectly purchasing, selling, acquiring or transferring any Gannett common stock or derivative security with respect to Gannett common stock acquired in connection with their service or employment as a director or executive officer of Gannett.

On May 5, 2015, the plan administrator of the Plan delivered notice to the Company of the trading restrictions relating to the Plan pursuant to Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974, as amended.

Attached hereto as Exhibit 99.1 and incorporated herein by reference is a copy of the Blackout Notice.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is filed or furnished, as appropriate, as part of this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Form of Notice of Blackout Period to Directors and Executive Officers, dated May 8, 2015.

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: May 8, 2015

GANNETT CO., INC.

By: /s/ Todd A. Mayman

Name: Todd A. Mayman

Title: Senior Vice President, General Counsel and Secretary

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Form of Notice of Blackout Period to Directors and Executive Officers, dated May 8, 2015.

May 8, 2015

TO: Directors and Executive Officers**RE:** Notice of Blackout Period

As a director or executive officer of the Company, you are subject to the restrictions under Section 306(a) of the Sarbanes-Oxley Act of 2002, which prohibits certain trades during pension plan "blackout" periods. Please note the following:

1. The prohibition is imposed because more than 50% of the participants in the Company's 401(k) plans (collectively the "Plan") will be temporarily prohibited from changing their investments and entering into transactions under the Plan with respect to Company securities. This period is referred to as the "Blackout Period". The Blackout Period will occur because the Company needs to restructure its 401(k) plans in connection with the separation of its broadcast/digital and publishing businesses and its decision to hire a new record keeper for the Plan.

2. Except as provided in paragraph 3 below, you are not permitted to purchase, sell or otherwise acquire or transfer any equity securities of the Company (or derivative securities of those equity securities) during the Blackout Period. For example, you are not permitted to exercise Company stock options during the Blackout Period.

3. The prohibition on sales and other transfers described in paragraph 2 above applies only to equity securities of the Company (and derivatives of such securities) that you have acquired in connection with your service or employment as a director or executive officer of the Company. It is important to note that any such security you sell or otherwise transfer will be automatically treated as acquired in connection with your service or employment unless you establish that the securities were acquired from another source and this identification is consistent with your treatment of the securities for tax purposes and all other disclosure and reporting requirements.

4. The Blackout Period is expected to commence after the market closes on June 5, 2015 and end during the week of June 15, 2015. I will notify you when the Blackout Period has ended.

There are a limited number of exempt transactions which may occur during the Blackout Period, including acquisitions of shares under our DRIP and quarterly grants of restricted shares to directors pursuant to the annual retainer program.

If you have any questions regarding the Blackout Period, please let me know.