

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

TEGNA INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Forward-Looking Statements



Any statements contained in this presentation that constitute forward-looking statements as that term is defined under the Securities Act of 1995, including statements with respect to the company's future performance, forward-looking statements contained herein are based on current expectations, but are subject to a number of risks, uncertainties and other factors, which may cause the company's actual results or performance to differ materially from those expected or implied by these statements. Such statements include, but are not limited to, the future performance of the company; our ability to execute our business and diversification strategies, including potential merger and acquisition activities; regulatory changes and our ability to monetize new business opportunities; competitive, governmental, technological and other factors that may affect our operations or financial results expressed in this presentation, our most recently filed Annual Report on Form 10-K, and in our other filings with the Securities and Exchange Commission (SEC). We do not intend to update forward-looking statements other than as required by law.

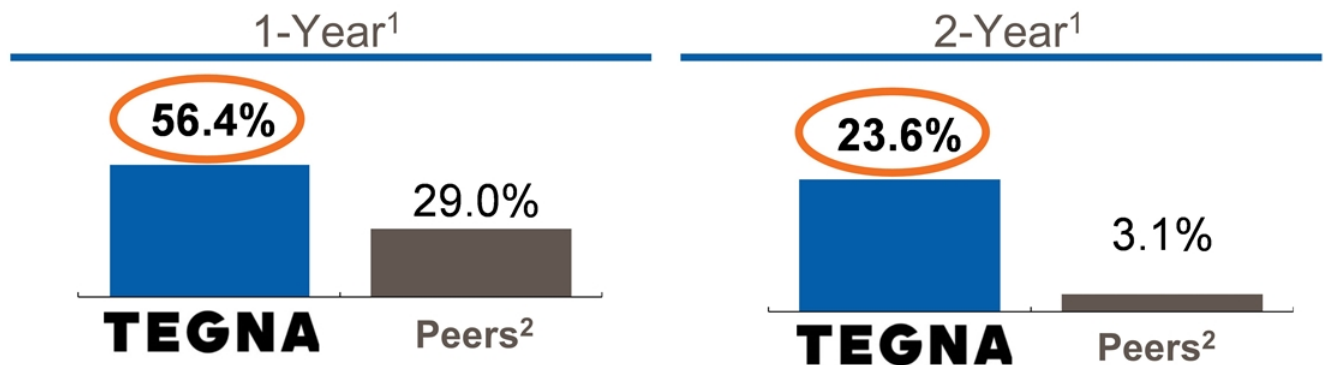
Executive



History of Strategic Capital Stewardship Evolution

TEGNA Post Pure-Play: 2018 – 2019

1-Year and 2-Year TSR Relative to Peers



- **Transformed the portfolio** to become a pure-play broadcasting company post sale and spin-off of large digital assets in 2017; since 2013, added ~40 stations and divested non-core assets³
- Generated attractive revenue and cash flow growth, reduced economic cyclicality and **acquired ~\$1.8B of assets**
- Successfully executed on our well-defined five-pillar strategy of value creation as demonstrated by our **TSR and EBITDA multiple expansion out-performance relative to peers**
- Strong continued **growth in political and subscription revenue**, improving stability and durability of revenues

¹ As of 12/31/19



² Median of broadcast peers including Nexstar, Sinclair, Gray, Scripps and Meredith

³ Includes Cars.com spin-off (Jun. 2017), CareerBuilder sale (Jul. 2017), Gannett's publishing business spin-off (Jun. 2015) and London and Belo acquisitions (Dec. 2013 and Jun. 2014, respectively)

Transformation Into Pure-Play Re Managing our Portfolio of Assets



Successful execution of M&A and strategic initiatives led by the Board and management resulted in...

<ul style="list-style-type: none"> Integration post acquisition of Belo (Dec. 2013, \$2.2B) Acquired six of London Broadcasting's TV stations (Jul. 2014, \$215M) Announced spin-off of publishing business to begin evolution into a pure-play broadcasting company (Aug. 2014) 	<ul style="list-style-type: none"> Changed name to TEGNA (Apr. 2015) and completed spin-off of publishing business Gannett (Jun. 2015) 	<ul style="list-style-type: none"> Launched the industry's first OTT local advertising network, Premion, to help TEGNA expand its revenue base and provide access to new markets 	<ul style="list-style-type: none"> En dig inc dig (M Cc of sal (Ju Ac Die De ★ J pu
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2014 2015 2016 2017

History of evaluating TEGNA's business p objective lens to best position TEGNA

Note: date of M&A deals represents transaction close unless otherwise noted
 1 Acquisition of 85% of multicast networks not owned from Cooper Media



Proven Business Strategy to Drive



TEGNA's commitment to financial discipline, marketing solutions creates a com

Five Key Pillars of Value Creation

Continue to be **best in class operator**

Disciplined pursuit of **accretive M&A** opportunities resulting from industry consolidation

Pursue **growth opportunities** through innovation and adjacent businesses

Maintain a **strong balance sheet**

Commitment to **free cash flow generation** and a **balanced capital allocation process**

- 50%+
- ~31%
- ~40 s
- Recer within
- Efficie owner
- Premi
- Justic
- Innov: Daily
- Contir effecti
- Exten
- ~75%
- Discip

¹ Belo acquisition ~\$2.2B closed on 12/23/13
² On a 2-year average basis

2019 Year in Review – Successful



2019 Operational Accomplishments

- **Closed \$1.5B in nearly immediately accretive strategic transactions** capitalizing on emerging viewing trends, producing ~\$500M revenue, \$200M EBIT
- **Successfully reached multi-year distribution agreements** with A
- **Premion revenues of \$100M+, with 60%+ reach in markets**, providing a significant station footprint

2019 Financial Highlights

- **Total Company revenue of \$2.3B**, an increase of 4% from 2018 driven by subscription and advertising and marketing services, and
- **Subscription revenue of \$1B up 20%** year-over-year
- **Free cash flow for the year was \$376M** or 16% of revenue, also e
- **Completed \$1.1B debt refinancing offering in 2019**, and an addit
- **Total company EBITDA of \$708M**, resulting in a 30.8% margin, an

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Content Innovation Strategy: Drive

Ongoing Content Innovation Provides Both Depth and Reach Via Audience Engagement

- **New approaches to both traditional and digital content** provide connectivity to our audience and the issues they care about
- **Focus on culturally relevant topics and issues** provides ongoing two-way conversation with audiences
- **History of independent, high-quality journalism** creates trust and audience loyalty

Innovative News Content

Innovative Local News Programs



Digital-First Episodic Stories



Multiplatform News Segments



Serving Unique



Only national daytime show **airing LIVE** 4 ½ hours a day across all time zones;
distributed in **65 markets** including **16 of top 25 markets**

Live, c
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60% to
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markets,
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TEGNA Investment Thesis



- ✓ **One of the largest U.S. broadcasting groups** and leader of Big 4 affiliates in top 25 markets, largest NBC affiliate group
- ✓ **Successfully executing on five pillars of value creation**
- ✓ **Strong financial and operational performance delivered** (vs 2017) and EBITDA margin of ~31%
- ✓ **Diversification and growth of top-line positions** through content innovation, subscription revenue momentum, digital
- ✓ **Culture of innovation and superior execution**, with proven ability to build new, adjacent businesses, such as Premium
- ✓ **Primed for future consolidation opportunities** given relatively low retrans rates and ample room under FCC cap
- ✓ **Stable, recurring free cash flow generation and discipline** to further optimize shareholder value
- ✓ **Proven creator of shareholder value** as reflected in one-year total shareholder returns (10.1% vs 1.2% median) and two-year total shareholder returns of 23.6% (vs 1.2% median)

¹ Median of broadcast peers including Nexstar, Sinclair, Gray, Scripps and Meredith

TEGNA B

Executing transform
shareholder value with
through

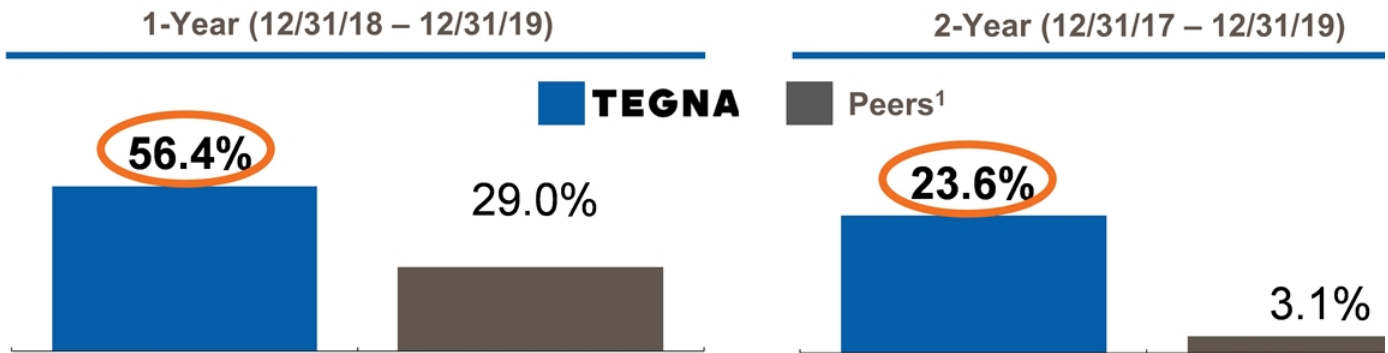


Delivering Compelling Shareholder



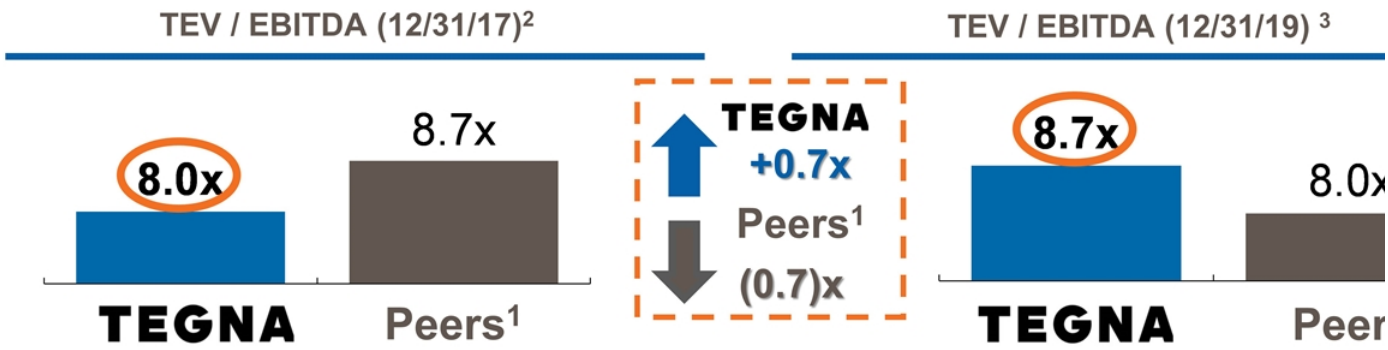
Total Shareholder Returns

Following Cars.com spin (Jun. 2017) and sale of CareerBuilder (Jul. 2017) TEGNA structurally became a pure-play competitor



Execution of Strategy Driving EBITDA Multiple Expansion

Since becoming a pure-play, TEGNA's EBITDA multiple has expanded ~1x relative to peers, demonstrating strong creation of value



¹ Median of broadcast peers including Nexstar, Sinclair, Gray, Scripps and Meredith

² Represents TEV / Avg. of '17E and '18E EBITDA as of 12/31/17; EV reflects latest publicly available balance sheet figures at the time of market update; figures are pro forma for announced and completed transactions as of 12/31/17 where pro forma information is publicly available at the time of market update

³ Represents TEV / Avg. of '19E and '20E EBITDA as of 12/31/19; EV reflects latest publicly available balance sheet figures at the time of market update; figures are pro forma for announced and completed transactions as of 12/31/19 where pro forma information is publicly available at the time of market update

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1

Proven Track Record of Financially Effective and Cap Efficient Deals

- Acquisitions in high-spend battleground states strategic
- Track record of cap efficient deals – additional ~\$60M o

Acquisition vs. TEGNA's Historical Performance

TEGNA ~8.0-9.0x 2017-2019

	6.6x	5.0x
Target	Midwest	Toledo / Midland-Odessa
Transaction Value	\$325M	\$105M
Transaction Close	Feb-2018	Jan-2019
EBITDA Multiple	'17/'18 EBITDA including run-rate synergy and tax benefits	'17/'18 EBITDA including run-rate synergy and NPV of tax benefits

¹ 2019 FV / EBITDA multiple represents TEV / Avg. of '19E and '20E EBITDA as of 12/31/19; EV reflects latest publicly available balance sheet figures at the time of market update; figures are pro forma for announced and completed transactions as of 12/31/19 where pro forma information is publicly available at the time of market update. 2017 FV / EBITDA multiple represents TEV / Avg. of '17E and '18E EBITDA as of 12/31/17; EV reflects latest publicly available balance sheet figures at the time of market update; figures are pro forma for announced and completed transactions as of 12/31/17 where pro forma information is publicly available at the time of market update

² Excludes tax benefits given all stock transaction



2

60+ Stations in 50+ Large, De Leading Local Stations Provi



41.3M¹
Adults reached via linear
TV on our primary affiliates

>60
Unique dig
reached p

- **TEGNA stations consistently out-perform in network program**
- **Strong local stations / brands drive favorable and successful r**
- **Extending local station brands** by redefining news and informati
- **Growing share of audience and advertising revenue** by produci
- **Becoming audience’s first choice** by leveraging all our platforms
- **Content produced every day by journalists who have received**



2x

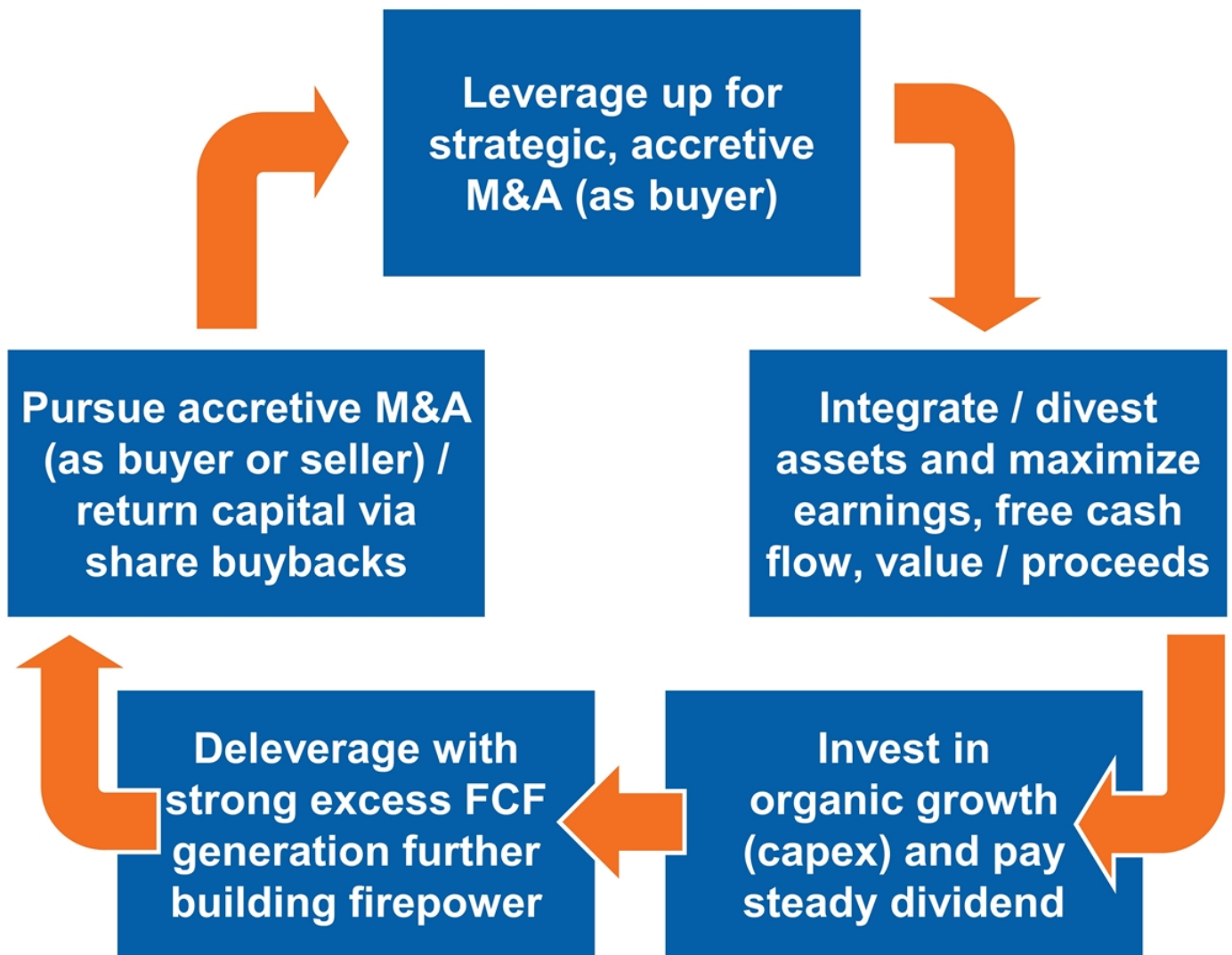
10x National

¹ As of November 2019
² Q4 2019, ComScore
³ Aggregate of Facebook, Twitter and Instagram followers

3

Disciplined Approach to Cap

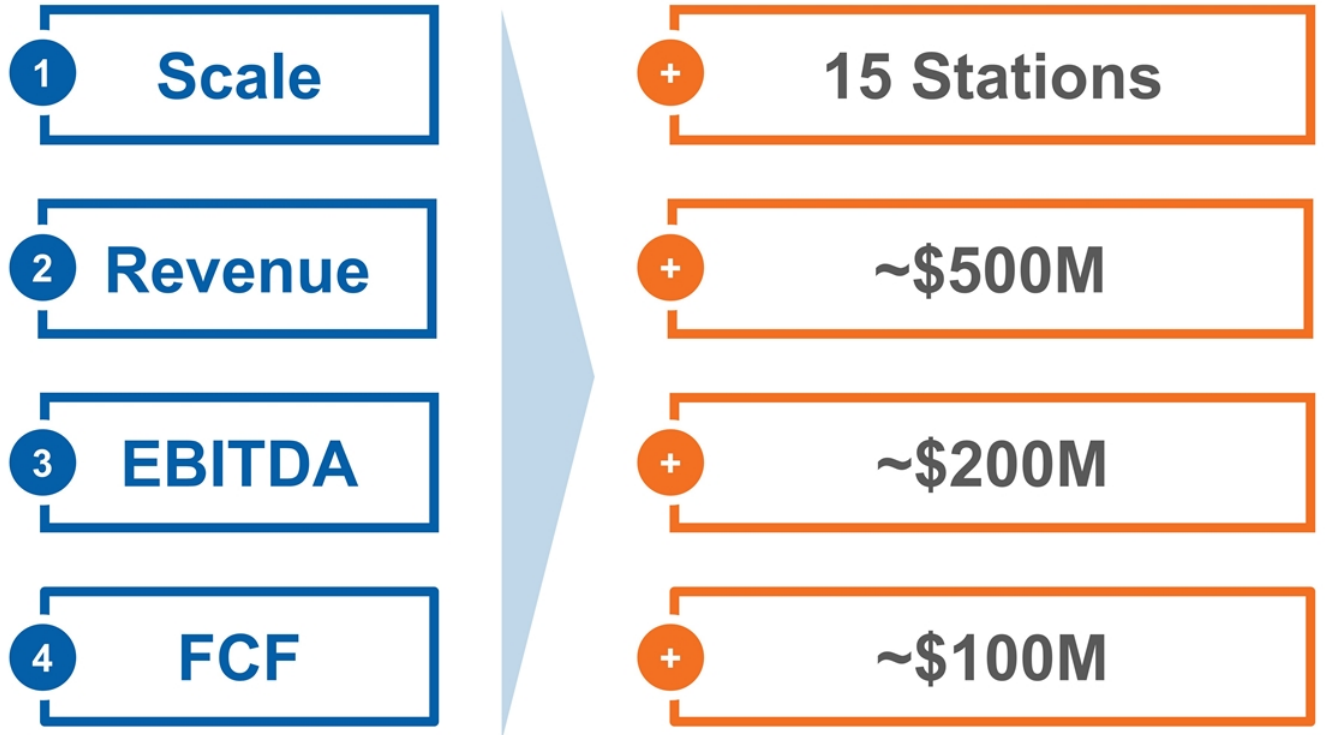
Self-Fulfilling Capital Allocation Model...



4

Acquisitions are Enhancing

Impact from \$1.5B of Acquisitions Closed in 2019



All transactions accretive to FCF immediately and to EPS within 9 months

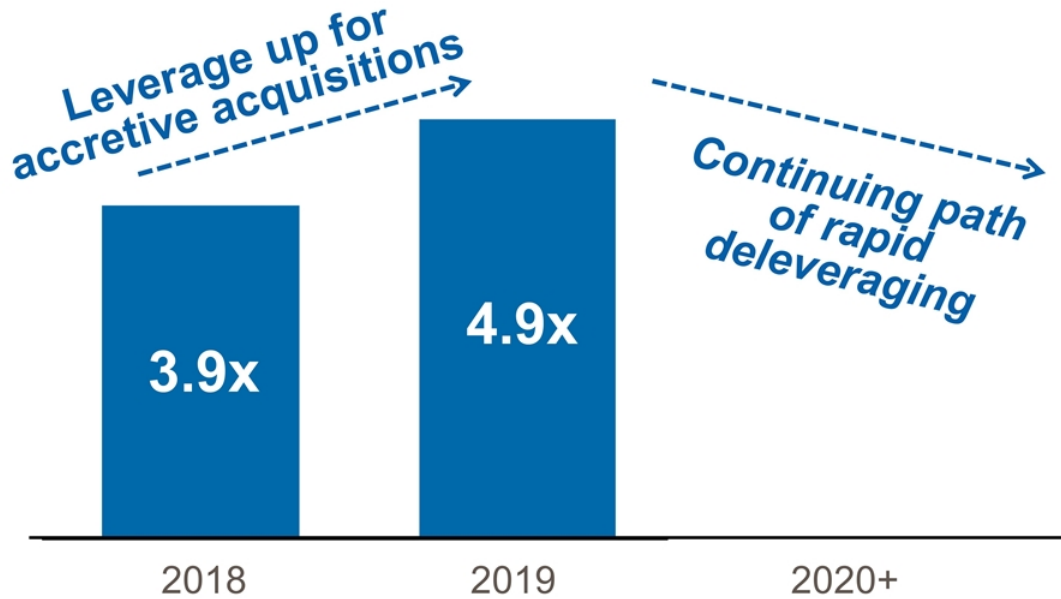
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Ongoing Smart Capital Structure Financial Flexibility through



Focus on Deleveraging

Net Leverage Over Time



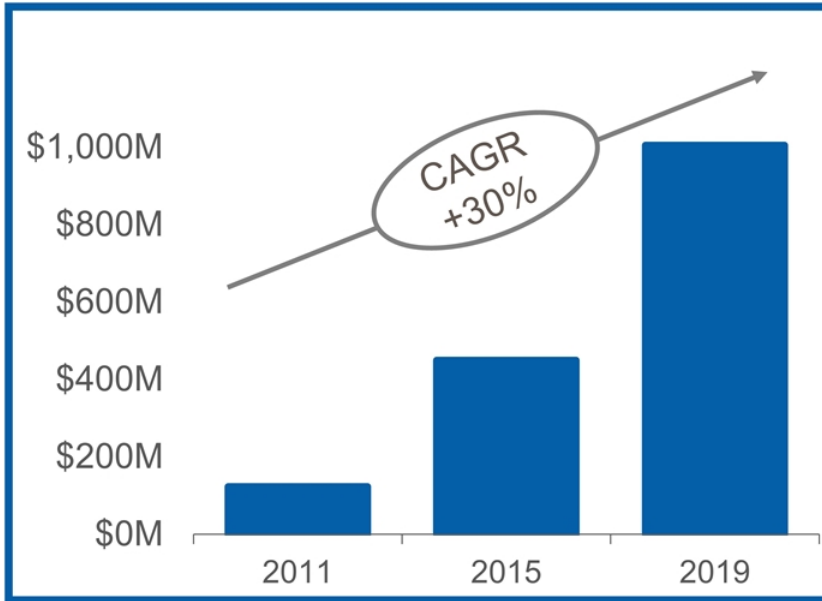
- **Increased leverage by 1.0x from 2018 – 2019** for ~\$1.5B accretive, highly strategic acquisitions
- **Strong organic and inorganic free cash flow generation of 19 – 20% of revenue from '19-'20** further enhances ability to delever quickly, thereby providing additional firepower

6

Repricing of Subscribers Generates Higher Rates and Stable Free Cash Flow

1

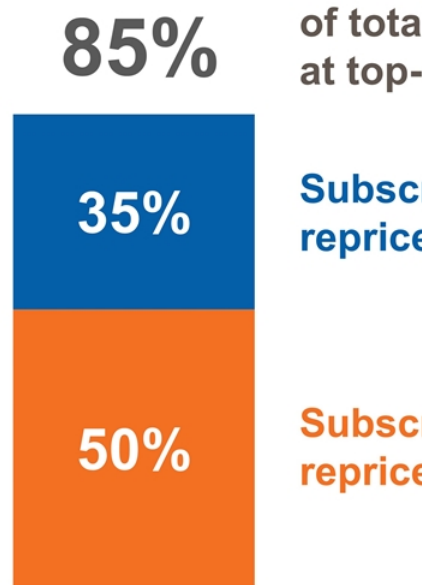
Strong Momentum in Subscription Revenue



+

2

85% Subscribers to be FCF



Contractual commitments provide stability of FCF growth as well as a buffer

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TEGNA Go!

Strongly positioned
growth and sharehol
bey



TEGNA 2020 and Beyond: Key Dr



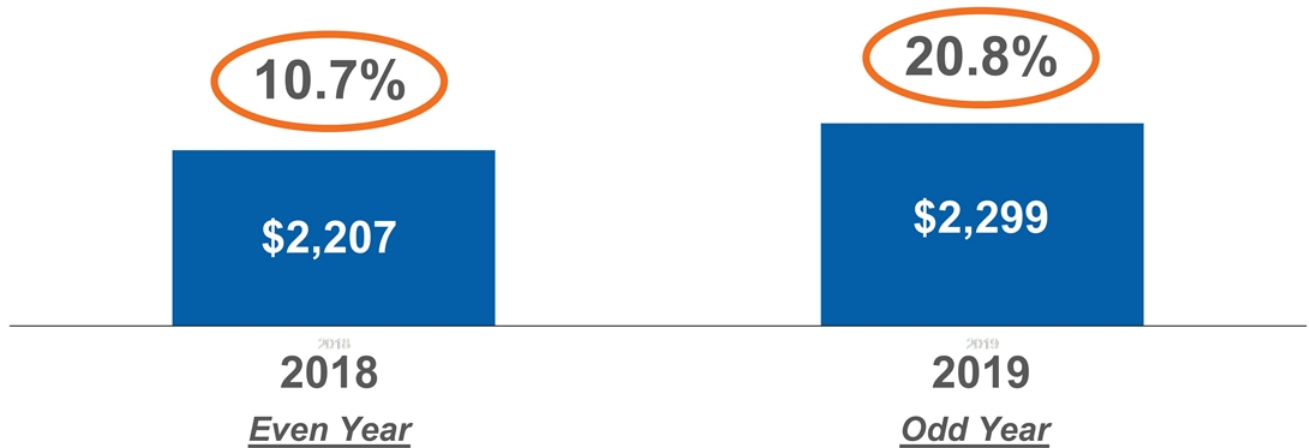
Key D

- 1 Well-Positioned to Continue to Drive Top-line Growth a
- 2 Financial Strength Enhanced by Increase in High-
- 3 Operational Excellence and Significant Ongoing Cost
- 4 Investing in Growth Through Innovation: Premi
- 5 Well-Positioned for Furth
- 6 Additional Upside Oppor

1 Well-Positioned to Continue Generate Strong EBITDA Margin

Strong Revenue Growth, Past and Future (Post Pure-Play)

% denotes revenue growth from previous even or odd year, as appropriate



Drivers of TEGNA'S

1 Scale / Footprint

- Leading local news and media content provider in markets served
- Positioned in strategic markets to monetize on record level political advertising spend

2 Premion Innovation

- Growth over past two years positions TEGNA to capture revenue well beyond current station footprint
- Well-positioned to further capture market share in OTT advertising

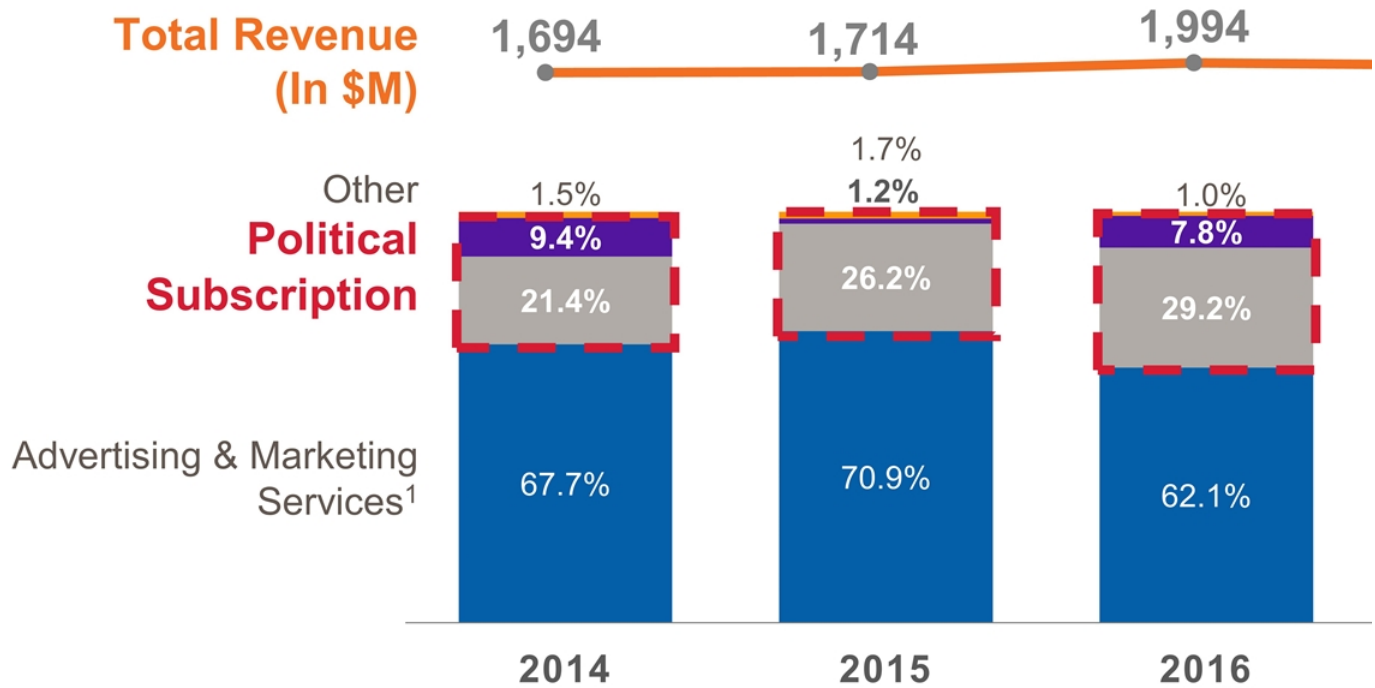
¹ Median of broadcast peers including Nexstar, Sinclair, Gray, Scripps and Meredith
² Advertising & Marketing Services: Advertising (Excluding Political) + Digital revenue

2

Financial Strength Enhanced Subscription and Political Revenue



Shift in TEGNA Revenue



- **Profitable, predictable subscription revenues growing rapidly**
- Strong local news stations play a central role in all local political market revenue growth, which **continues to add stability to advertising**
- Expect high-margin **political and subscription revenues to account for 30% of total revenue** in '19/'20, and a higher percentage on a rolling two-year cycle going forward
- Expect growing subscription and political revenues will **continue to drive**

¹ Advertising & Marketing Services: Advertising (Excluding Political) + Digital revenue

3

Operational Excellence and S Produces Strong, Recurring



Key Drivers of Strong Free Cash Flow

- **Capex-light business model** (~\$50-60M annual recurring capex on annual revenues of ~\$3B) further frees up cash flow for additional capital allocation opportunities
- **Acquisition of high-quality assets** generates incremental strong free cash flow
- **Track record as low cost operator** and successful integrations allow for extraction of incremental synergies
- **Aggressive cost reductions** to yield substantial savings:
 - Company-wide efficiency efforts generated \$50M of cost savings since June 2017 with ongoing pull through

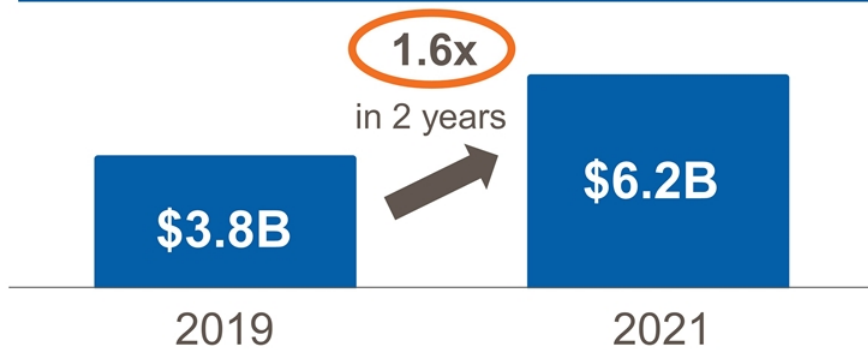
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Investing in Growth Through OTT Ad Network Extending I

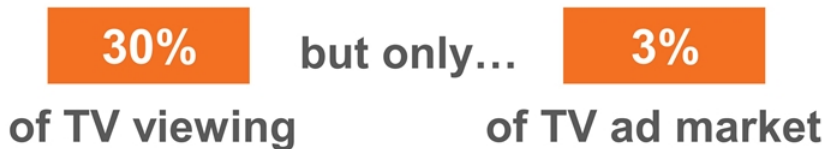


Compelling OTT Market Opportunity

1 Fast-Growing Market¹



2 Under-Penetrated Market¹



Premion's Comp

1 Extending Re



2 Synergies v National AND L

Minimal increm required for a

3 Strategic OT with Gray

- Accelerates Premion growth by expanding leveraging Gray's str

¹ Magna (Spring 2019)

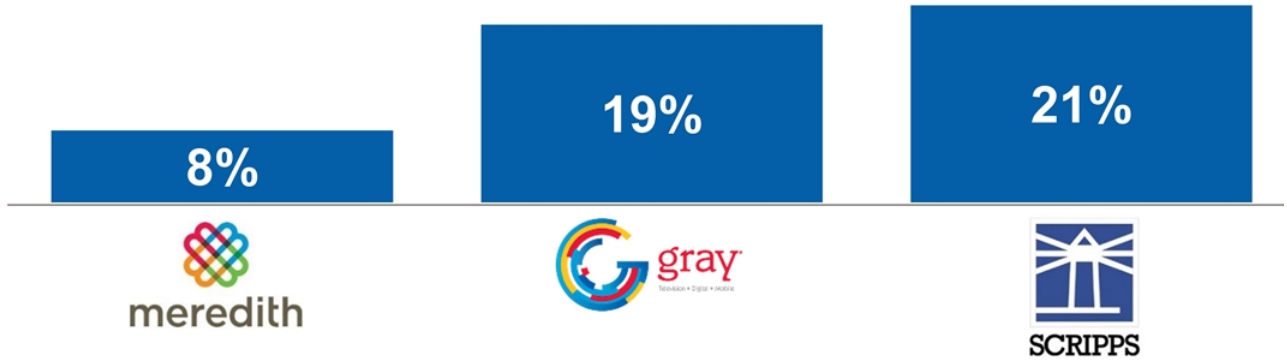
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Well-Positioned for Further E



TEGNA Could Acquire Stations

39%
FCC
Ownership
Cap



TEGNA has ample room under
M&A given efficiency

Source: Company Data and SNL Kagan

6

Additional Upside Opportunities

A

Changing Regulatory Environment

- Potential relaxation in broadcast TV regulation could potentially unlock significant M&A opportunities
 - Increase in the FCC's national ownership cap
 - Softening of in-market consolidation rules – TEGNA is particularly positioned to benefit as we only have one station in most of our
-

B

Material Industry Changes

- Possible benefits from regulatory changes surrounding sports gambling are likely to encourage engagement and increase viewership in live events
- Well-positioned for “cord cutting” and “cord thinning” – even if overall subscriber levels fall, TEGNA's focus on Big 4 stations will allow it to capture a greater share of the remaining viewership
- Spectrum changes, such as adoption of ATSC 3.0, facilitating ability to serve customers with better quality and more flexibility while improving utilization of existing spectrum

TEGNA Investment Thesis



- ✔ **One of the largest U.S. broadcasting groups** and leader of Big 4 affiliates in top 25 markets, largest NBC affiliate group
- ✔ **Successfully executing on five pillars of value creation**
- ✔ **Strong financial and operational performance delivered** (vs 2017) and EBITDA margin of ~31%
- ✔ **Diversification and growth of top-line positions** TEGNA content innovation, subscription revenue momentum, digital
- ✔ **Culture of innovation and superior execution**, with pro to build new, adjacent businesses, such as Premium
- ✔ **Primed for future consolidation opportunities** given retrans rates and ample room under FCC cap
- ✔ **Stable, recurring free cash flow generation and discipline** further optimize shareholder value
- ✔ **Proven creator of shareholder value** as reflected in one (median) and two-year total shareholder returns of 23.6%

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**TEGNA'S
of Strong
Leadership and
Govern**



Experienced Leadership with Hist



Dave Lougee
President and
Chief Executive
Officer



Lynn Beall
Executive Vice
President and
COO of Media
Operations



Victoria D. Harker
Executive Vice
President and
Chief Financial
Officer



Over 120 Years of Comb

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Independent, Diverse and Engage



Howard D. Elias
Independent Chairman, TEGNA

- President, Dell Technology Services and Digital
- Former President and COO, EMC Global Enterprise Services



Dave Lougee
President and CEO, TEGNA

- Former President, TEGNA Media
- Former President of Broadcasting, Gannett Co., Inc.



Lidia Fonseca

- EVP, Chief Digital and Technology Officer, Pfizer
- Former CIO, Quest Diagnostics



Karen H. Grimes

- Former Partner, Senior Managing Director, and Equity Portfolio Manager, Wellington Management
- **NEW** February 2020



Susan Ness

- Distinguished Fellow, The German Marshall Fund of the U.S.
- Former FCC Commissioner



Bruce P. Nolop

- Former CFO, E*TRADE Financial Corporation
- Former CFO, Pitney Bowes Inc.

Independent Oversight and Leadership:

- 11 of 12 directors on the Board are independent
- Leadership structure allows for effective, independent Board oversight and communication, allowing the CEO to focus on executing the strategic plan and managing operations

Active and Engaged Directors:

- Significant amount of time dedicated to Board strategy discussions
- Director participation in extensive shareholder engagement program
- Regularly evaluates all opportunities to create value

Annual Evaluation and Commitment to Refreshment:

- Annual assessment conducted to assess effectiveness of Board and committees
- Ongoing board refreshment process resulted in six new independent directors added during the transition of the chairman role during 2018¹

¹ Includes Gannett board membership prior to the spin-off

Corporate Governance Profile Re Interests of our Shareholders

Our Board has instituted governance
operates in ways that support the lo

Corporate Governance

Regularly Refreshed and Independent Board

- ✓ **Independent Board chair**
- ✓ **11/12 independent Board members**
- ✓ Regular executive sessions of independent directors
- ✓ Balanced tenure
- ✓ Ongoing board refreshment to align with business evolution
- ✓ Proxy access bylaw provision

Diverse, Active and Engaged Board

- ✓ **42% gender diverse Board**
- ✓ **17% of Board is ethnically diverse**
- ✓ **Long-standing shareholder engagement program**, including participation by our Independent Chair
- ✓ **Significant Board engagement on strategy**, capital deployment and risk oversight
- ✓ **All directors received > 97% support** at annual meeting over the past three years¹
- ✓ Annual Board performance evaluation

¹ Applies to Directors that have been on the Board since 2017

Commitment to Risk Management



TEGNA's Board and management are focused on

Board's Role in Risk Oversight

- **The Board oversees risk management through regular discussions with senior leadership**, considering risks in the context of the Company's strategic plan and operations
- **Enterprise risk management program enhances the Board and management's ability to identify and respond** to strategic, market, operational and compliance risks facing the Company
- **Each Board committee also considers risks within its area of responsibility, including the recently-created Public Policy and Regulation Committee** which considers risks related to certain legal, regulatory, compliance and public policy matters including media, antitrust and data privacy laws and regulations

**Evaluating senior leadership's processes to
confronting the Company is one of the mo**

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Key Focus Areas of Our Corporate Sustainability Efforts



Human Capital

TEGNA is committed to building a fully inclusive culture and equity in talent hiring and management decisions



Social Capital

Creating societal impact is at the core of our purpose to serve the greater good of our communities

- TEGNA is committed to embedding sustainability throughout our operations and corporate governance practices that strengthen communities
- Our Board’s Public Policy and Regulation Committee guides these efforts, and reviews and reports on these efforts on a periodic basis
- Since 2018, Social Responsibility Highlights are updated each year and a new section has been created to better reflect and report on our corporate social performance

¹ See slide 31 for an overview of our governance provisions

Ongoing Pledge to Corporate Social Responsibility



Human Resources

- **In 2019, TEGNA completed a comprehensive, companywide employee benefits review.** We continue to evaluate the benefits we offer; based on employee feedback, we continued to invest in reducing healthcare expenses for our employees
- We invest annually in diversity-related leadership, development, training, recruitment and internship opportunities
 - **Women comprise 42% of the Board and 47% of our workforce**
 - **In 2019, 52% of promotions were women; 24% were ethnic minorities**
 - **In 2019, 68% of interns were women; 41% were ethnic minorities**
- Through **TEGNA Foundation Media Grants**, we support education, training and leadership development for the Asian American Journalist Association, National Association of Black Journalists, National Association of Hispanic Journalists and The Association of LGBTQ Journalists
- **In 2019, minority and women-owned businesses were awarded 13% of our spend** (vs. 10% in 2018, based on analysis of the top 100 vendors), exceeding the 5-10% average spend benchmark
- **For the fourth consecutive year, we have been recognized as a Best Place to Work** by the Human Resources Executive magazine, receiving a perfect score on the 2020 Corporate Equality Index administered by the Human Rights Campaign
- **The TEGNA Foundation matched more than 1,000 employee charitable contributions**

TEGNA

Ongoing Pledge to Corporate Social Responsibility



Social Responsibility

- TEGNA stations **regularly conduct investigations** that make an impact in communities
- **Raised more than \$100M in 2019 in support of diverse local causes** that address community needs
- The **TEGNA Foundation Community Grants program made 225 grants totaling \$1.2M** in support of the United Nations Sustainable Development Goal framework

Journalistic Integrity

- **Conduct regular ethics trainings** and adopted Principles of Ethical Journalism as a standard
- **Vigorous advocate for First Amendment principles** and recognize the importance of free press
- Conduct training to **combat disinformation in Company's 49 newsrooms in 2019**
- **Expanded news fact-checking initiative VERIFY** by adding additional regional fact-checkers



Environmental

- TEGNA's Environmental Policy **promotes the operation of our business in a manner that conserves energy**
- TEGNA stations also **regularly report on environmental and sustainability issues** that affect the lives of the communities
- Seek to **take space in LEED-certified buildings** that are designed for energy efficiency, access to public transportation, electric vehicle charging ports and is designed to reduce carbon footprint
- **Implemented several energy efficiency strategies** including upgrading stations with energy-efficient lighting
- **Reduced unnecessary business travel** by utilizing video conferencing technology
- **Installed on-demand office printers** to reduce paper use and minimize waste
- **Reviewing additional ways to move to renewable energy sources** to reduce our carbon footprint

TEGNA

TEGNA's Role as Trusted News Source Employee Wellbeing, Increasingly

TEGNA produces trusted and impactful content across viewers informed. As a journalism organization, we communities i

“Facts Not Fear”

Our news leadership team and **for all of our newsrooms** pandemic. This means **keeping** context

Business Continuity Safeguarded Through Our Established

Emergency and business continuity plans
Our station teams are meeting very frequently to discuss and

- Proactive steps to safeguard our newsrooms and newsroom employees: at stations, safety measures for crews in the field, eliminating guests, u
- Cross-functional task force in place to manage the Company's business
- Due to the sensitivity of news production equipment, we have trained o have implemented a cleaning regimen between shifts
- For all employees, we have implemented travel, telework and other hur

TEG

Deliberate Growth Strategy Generate Value



- ✓ **Qualified, engaged and independent Board of Directors** aligns TEGNA's business strategy with openness to all avenues of growth
- ✓ **Operational growth** drivers, such as content innovation combined with growing political revenue, **diversify our revenue streams in an ever-evolving media landscape**
- ✓ **Robust free cash flow generation and a disciplined capital allocation strategy** provide balance sheet flexibility and provide downside protection
- ✓ **Commitment to serving as a best in class operator** drives operating margins and free cash flow and fuels M&A and organic growth
- ✓ **TEGNA remains well-positioned for further consolidation** with a majority ownership cap and a repeatable strategy for acquisition
- ✓ **Corporate governance and compensation practices** support sustainable shareholder value creation
- ✓ **Commitment to corporate social responsibility (CSR)** underpins our business strategy, fosters a positive corporate reputation and the good of our communities

Appe



Adjusted EBITDA - Non-GAAP



*Reconciliations from “Net income
EBITDA” are presented below (i*

Net income (GAAP basis)

Plus: Provision for income taxes

Plus: Interest expense

(Less): Equity income in unconsolidated investments, net

Plus: Other non-operating items, net

Operating income (GAAP basis)

Plus: Severance expense

Plus: Acquisition-related costs

Plus: Advisory fees related to activism defense

Less: Spectrum repacking reimbursements and other, net

Adjusted operating income (non-GAAP basis)

Plus: Depreciation

Plus: Amortization of intangible assets

Adjusted EBITDA (non-GAAP basis)

Corporate - General and administrative expense (non-GAAP)

Adjusted EBITDA, excluding Corporate (non-GAAP basis)

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Free Cash Flow Reconciliation



*Reconciliations from “Net income” to
are presented below (in thous*

Net Income from continuing operations (GAAP basis)

Plus: Provision for income taxes

Plus: Interest expense

Plus: Acquisition-related costs

Plus: Depreciation

Plus: Amortization

Plus: Stock-based compensation

Plus: Company stock 401(k) contribution

Plus: Syndicated programming amortization

Plus: Severance expense

Plus: Advisory fees related to activism defense

Plus: Cash dividend from equity investments for return on capital

Plus: Cash reimbursements from spectrum repacking

(Less) Plus: Other non-operating items, net

Less: Tax payments, net of refunds

Less: Spectrum repacking reimbursement and other, net

Less: Equity income in unconsolidated investments, net

Less: Syndicated programming payments

Less: Pension contributions

Less: Interest payments

Less: Purchases of property and equipment

Free cash flow (non-GAAP basis)

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Presentation of Non-GAAP Inform

We use non-GAAP financial performance to supplement the financial information presented on a GAAP basis. We do not intend to substitute for, the related GAAP measures, nor should they be considered superior to the related GAAP measures. Also, our non-GAAP measures may not be comparable to similarly titled measures of other companies.

We discuss Adjusted EBITDA (with and without corporate expenses), a non-GAAP financial performance measure. We define Adjusted EBITDA as net income before (1) interest expense, (2) income taxes, (3) equity income, (4) amortization of intangible assets, (5) depreciation expense, (6) acquisition-related costs, (7) advisory fees related to activism defense, (8) spectrum repacking and other costs, (9) depreciation expense, income taxes, and the age and book appreciation of property and equipment (and related to the depreciation expense) is Net income. Users should consider the limitations of using Adjusted EBITDA, including the fact that Adjusted EBITDA is not intended to purport to be an alternate to net income as a measure of operating performance. Adjusted EBITDA is not intended to be a measure of cash flow available for management's discretionary expenditures, capital expenditures, contractual commitments, interest payments, tax payments and other cash requirements.

We also discuss free cash flow, a non-GAAP performance measure. Beginning in the first quarter of 2018, we determined to be preferable as it better reflects how the Board of Directors reviews the performance of the company. We calculate this non-GAAP performance metric. The most directly comparable GAAP financial measure is net income. We adjust non-GAAP Adjusted EBITDA (as defined above), further adjusted by adding back (1) stock-based compensation, (2) pension reimbursements, (3) dividends received from equity method investments and (4) reimbursements of certain expenses. (1) syndicated programming, (2) pension, (3) interest, (4) taxes (net of refunds) and (5) purchases of certain assets. Free cash flow is not intended to be a measure of cash flow available for management's discretionary use.

In this investor presentation, we present Free Cash Flow as a percentage of Revenue (FCF as % Revenue). We do not intend to substitute for, the related GAAP financial measure without unreasonable efforts because certain information necessary to calculate FCF as % Revenue is outside of our control and cannot be predicted. Examples of such information include (1) government share based compensation, which is impacted by future share price movement in our stock price and (2) the timing and volume of which cannot be predicted. In addition, we believe such a reconciliation of FCF as % Revenue to net income, when reconciling items that we may exclude from the non-GAAP numbers, when determined, may be necessary.