
**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): September 8, 2014

GANNETT CO., INC.

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-6961
(Commission
File Number)

16-0442930
(I.R.S. Employer
Identification No.)

7950 Jones Branch Drive
McLean, Virginia
(Address of Principal Executive Offices)

22107-0910
(Zip Code)

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

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:

- 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 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information in Item 8.01 is incorporated by reference into this Item 2.03.

Item 8.01. Other Events.

On September 8, 2014, Gannett Co., Inc. (“Gannett”) sold \$350,000,000 aggregate principal amount of its 4.875% Senior Notes due 2021 (the “2021 Notes”) and \$325,000,000 aggregate principal amount of its 5.500% Senior Notes due 2024 (the “2024 Notes” and, together with the 2021 Notes, the “Notes”). The Notes were offered only to eligible purchasers through a private placement and have not been registered under the Securities Act of 1933, as amended, or any state securities laws. Gannett will pay interest on the Notes semi-annually, in arrears, on May 15 and November 15 of each year, commencing May 15, 2015, to holders of record on the immediately preceding May 1 and November 1. The Notes will rank equally with Gannett’s outstanding public bonds and credit agreement. The Notes are guaranteed by all of Gannett’s subsidiaries that guarantee its obligations under its credit agreements on a senior basis.

The Notes may become subject to redemption under certain circumstances, including a change of control (as defined in the Notes) of Gannett. In addition, after September 15, 2017 and September 15, 2019, Gannett may, at its option, redeem the 2021 Notes and the 2024 Notes, respectively, at the redemption prices and subject to terms set forth in the Notes, as applicable, together with accrued and unpaid interest thereon, if any, to the redemption date.

The Notes also provide for certain customary events of default, including, among others, nonpayment of principal or interest, bankruptcy and insolvency events, and cross acceleration, which would permit, or automatically cause, as applicable, the principal, premium, if any, interest and other monetary obligations on all the then outstanding Notes to be declared due and payable immediately.

Gannett will deposit the net proceeds from the offering of the Notes into an escrow account until the satisfaction of certain conditions, including the consummation of the acquisition of all of the outstanding membership interests of Classified Ventures, LLC that it does not already own. If Gannett determines in its sole discretion that the acquisition will not be completed without any amendment, modification or waiver that is materially adverse to the holders of the Notes or if the acquisition has not been consummated on or prior to December 31, 2014 (subject to extension to May 18, 2015 in certain circumstances), the Notes will be subject to a special mandatory redemption. Escrowed funds would be released and applied to pay for any such redemption.

On September 8, 2014, the company issued a press release announcing the completion of the offering and issuance of the Notes. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

See Index to Exhibits attached hereto.

The company agrees to furnish to the Commission, upon request, a copy of each agreement with respect to long-term debt not filed herewith in reliance upon the exemption from filing applicable to any series of debt which does not exceed 10% of the total consolidated assets of the company.

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 thereunder duly authorized.

GANNETT CO., INC.

By: /s/ Todd A. Mayman
Todd A. Mayman
Senior Vice President, General Counsel and Secretary

Date: September 8, 2014

Index to Exhibits

Exhibit No.	Description
99.1	Gannett Co., Inc. press release announcing the completion of a private offering of debt securities.

News Release

GANNETT | NEWS RELEASE**FOR IMMEDIATE RELEASE**

September 8, 2014

Gannett Co., Inc. Announces Completion of \$675 Million Offering of Senior Notes

McLEAN, VA – Gannett Co., Inc. (NYSE: GCI) today announced the successful completion of its previously announced private placement offering of \$350 million aggregate principal amount of its 4.875% Senior Notes due 2021 and \$325 million aggregate principal amount of its 5.500% Senior Notes due 2024.

“A combination of outstanding execution and very strong market interest in these notes resulted in a highly favorable outcome,” said Gannett President and CEO Gracia Martore. “Gannett continues to have excellent financial flexibility thanks to its strong balance sheet.”

The Company intends to use the net proceeds from the offering plus available cash and borrowings under its revolving credit facility to finance the acquisition of all of the outstanding membership interests of Classified Ventures, LLC (owner of Cars.com) that it does not already own. Any remaining proceeds may be used for general corporate purposes.

The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration except pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other securities.

About Gannett

Gannett Co., Inc. (NYSE: GCI) is an international media and marketing solutions company that informs and engages more than 110 million people every month through its powerful network of broadcast, digital, mobile and publishing properties. Our portfolio of trusted brands offers marketers unmatched local-to-national reach and customizable, innovative marketing solutions across any platform. Gannett is committed to connecting people – and the companies who want to reach them – with their interests and communities. For more information, visit www.gannett.com.

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