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): **June 8, 2015**

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

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)

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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Compensatory Arrangements of Certain Officers; Election of Directors.

Gannett SpinCo, Inc. ("SpinCo"), a wholly-owned subsidiary of Gannett Co., Inc. ("Gannett") entered into a letter agreement with Robert J. Dickey, which sets forth the terms of his compensation in connection with his appointment as President and Chief Executive Officer of SpinCo. In connection with the separation and distribution of SpinCo, SpinCo will retain its obligations under the letter agreement. The letter agreement with Mr. Dickey is filed as Exhibit 10.15 to SpinCo's registration statement on Form 10, dated as of June 8, 2015.

On June 8, 2015, Gannett (which as previously announced will be renamed TEGNA Inc. ("TEGNA") in connection with the separation and distribution of SpinCo) announced that its board of directors has elected Henry McGee, formerly President of HBO Home Entertainment, to serve as a director of TEGNA. The board also appointed Mr. McGee to TEGNA's Nominating and Public Responsibility Committee. Mr. McGee's election and appointment are effective immediately following the completion of the separation and distribution of SpinCo.

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

In connection with the previously announced spinoff of SpinCo, more than 50% of the participants in Gannett's 401(k) plans (collectively, the "Plan") will be temporarily unable to make contributions to, transfer amounts from or obtain withdrawals from amounts invested in the Plan's Gannett stock funds. The blackout is necessary to enable the Plan administrator to update its records and accounting when shares of the publishing company are distributed to Gannett's stockholders, including stockholders who hold Gannett common stock under the Plan.

On June 8, 2015, Gannett 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 25, 2015 and end by July 2, 2015.

Section 306 of the Sarbanes-Oxley Act of 2002 and Regulation BTR, issued by the U.S. Securities and Exchange Commission ("SEC"), 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 June 8, 2015, the Plan administrator delivered notice to Gannett 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 7.01 Regulation FD Disclosure.

On June 8, 2015, Gannett issued a press release announcing certain details of the distribution of SpinCo shares described in Item 8.01 below, a copy of which is furnished herewith as Exhibit 99.2. The press release is furnished under this Item 7.01 and shall not be deemed filed with the SEC for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. The information contained in the press release shall not be incorporated by reference into any filing of Gannett regardless of general incorporation language in such filing, unless expressly incorporated by reference in such filing.

Item 8.01 Other Events.

On June 8, 2015, Gannett announced that its board of directors has set a record date of the close of business on June 22, 2015 (the "Record Date") for the previously announced spinoff of SpinCo, a wholly owned subsidiary of Gannett. Gannett will distribute one common share of SpinCo for every two shares of Gannett common stock held by Gannett stockholders of record as of the Record Date. The distribution of SpinCo common shares is expected to occur at 12:01 a.m. on June 29, 2015, and is subject to the satisfaction or waiver of certain conditions.

Safe Harbor for Forward-Looking Statements

Any statements contained in this document and the exhibits attached hereto that do not describe historical facts may constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995, including the potential distribution of Gannett's publishing business to its shareholders and the expected financial results of the two companies after the separation. Any forward-looking statements contained herein are based on Gannett management's current beliefs and expectations, but are subject to a number of risks, uncertainties and changes in circumstances, which may cause actual results or company actions to differ materially from what is expressed or implied by these statements. Such risks include, but are not limited to: uncertainties as to the timing of the spin-off or whether it will be completed, the possibility that various closing conditions for the spin-off may not be satisfied or may be waived, the expected tax treatment of the spin-off, the impact of the spin-off on the businesses of Gannett or SpinCo and the availability and terms of financing. Economic, competitive, governmental, technological and other factors and risks that may affect Gannett's operations or financial results are discussed in Gannett's Annual Report on Form 10-K for the fiscal year ended December 28, 2014, and in subsequent filings with the U.S. Securities and Exchange Commission. Gannett disclaims any obligation to update these forward-looking statements other than as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Form of Notice of Blackout Period to Directors and Executive Officers, dated June 8, 2015.

99.2 Press Release of Gannett Co., Inc., dated as of June 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: June 8, 2015

GANNETT CO., INC.

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

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Form of Notice of Blackout Period to Directors and Executive Officers, dated June 8, 2015
99.2	Press Release of Gannett Co., Inc., dated as of June 8, 2015

Exhibit 99.1

GANNETT

TO: Directors and Executive Officers

FROM: Todd A. Mayman, Senior Vice President, General Counsel and Secretary

RE: Notice of Blackout Period

DATE: June 8, 2015

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 to enable the Plan administrator to update its records and accounting when shares of the Company are distributed to the Company's stockholders, including stockholders who hold Company common stock under 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 described below. 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 25, 2015 and end by July 2, 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.

Exhibit 99.2

GANNETT | NEWS RELEASE

June 8, 2015

GANNETT BOARD APPROVES COMPLETION OF SPIN-OFF TRANSACTION

Separation Expected To Be Completed June 29, 2015; TEGNA and new Gannett To Begin Trading Independently

McLEAN, VA — Gannett Co., Inc. (NYSE: GCI) today announced that its Board of Directors has approved completion of the previously announced separation transaction which will create two publicly traded companies: a broadcasting and digital company named TEGNA and new Gannett, which will retain the name Gannett Co., Inc. and will include its publishing properties and affiliated digital assets. Under the terms of the transaction, Gannett shareholders will retain their shares of Gannett (which will be renamed TEGNA) and receive one share of new Gannett for every two shares of Gannett stock they own on the record date of June 22, 2015, and new Gannett shares will begin "regular way" trading on June 29, 2015. The spin-off remains subject to the conditions described in the preliminary information statement filed on Form 10 with the U.S. Securities and Exchange Commission.

Gracia Martore, President and CEO of Gannett, will serve as President and CEO of TEGNA upon completion of the separation. She said, "In just three weeks, we will create two industry leaders that will benefit greatly from enhanced strategic, operating, financial and regulatory flexibility as independent companies. We believe strongly that this transaction will enhance performance, unlock shareholder value and give investors access to more targeted investment opportunities with trading valuations that better reflect the distinctive characteristics and growth profiles of both companies."

Robert Dickey, who currently serves as President, Gannett U.S. Community Publishing, will become President and CEO of new Gannett following the close of the separation. Mr. Dickey said, "We are incredibly excited about the opportunities this transaction creates for our shareholders, as well as our 19,600 employees who together serve our more than 110 local U.S. and UK communities each and every day. We've made great strides in revolutionizing our content and delivery methods through our widely successful all access content subscription model and digital initiatives, as well as by leveraging our iconic USA TODAY brand to create USA TODAY local content editions. We look forward to accelerating this strong progress and delivering shareholder value as a more nimble and highly focused independent company."

Ms. Martore added, "Like new Gannett, TEGNA will benefit from impressive scale and new opportunities following the separation. TEGNA will be one of the largest and most geographically diverse broadcasters in the U.S. — reaching approximately one third of all television households nationwide, and will house leading digital businesses CareerBuilder and Cars.com. These tremendous advantages, coupled with the enhanced focus and flexibility afforded to TEGNA, are expected to drive strong margins, long-term, sustainable growth and

value creation."

Upon completion of the separation, TEGNA will trade on the New York Stock Exchange under the ticker symbol TGNA and new Gannett will trade under the symbol GCI. Holders of Gannett common stock who sell Gannett shares regular way before June 29, 2015 will also be selling their right to receive shares of new Gannett common stock. Investors are encouraged to consult with their financial advisors regarding the specific implications of buying or selling Gannett common stock before the distribution date.

Capital Structure

New Gannett initially will be virtually debt-free and expects to pay a regular cash dividend of $0.64 per share annually and to commence a $150 million share repurchase program to be completed over a three-year period. It expects to continue to invest in the business through organic growth initiatives and potential acquisitions while returning capital to shareholders. Concurrent with the separation, new Gannett expects to enter into a revolving credit facility of approximately $500 million to provide additional flexibility.

TEGNA, at separation, expects to enter into a new revolving credit facility of approximately $1.3 billion. Gannett's existing debt of approximately $4.4 billion will remain with TEGNA. TEGNA has very significant cash flow to invest in its businesses to drive strong revenue growth while returning capital to shareholders. TEGNA expects to pay a regular cash dividend of $0.56 per share annually which, combined with new Gannett's expected dividend, represents a 10% increase over the current Gannett dividend. TEGNA also plans to commence a $750 million share repurchase program to be completed over a three-year period. Combined with the new Gannett authorization, this represents more than a doubling of the current Gannett share repurchase program.

Both companies will have leverage levels well below peer companies and will have the flexibility to adjust share repurchases based on business conditions, new opportunities, and other factors.

TEGNA Board of Directors

The Company also announced that, effective as of the completion of the separation, Henry McGee will serve on TEGNA's Board of Directors. As previously announced, current Gannett Board Chairman Marjorie Magner will serve as Chairman of TEGNA's Board of Directors and Howard Elias, Lidia Fonseca, Jill Greenthal, Gracia Martore, Scott McCune, Susan Ness, Bruce Nolop and Neal Shapiro also will serve as TEGNA directors.

New Gannett Board of Directors

Larry Kramer will retire from his position as President and Publisher of USA TODAY and is expected to become a director of new Gannett following the close of the transaction. The Company also announced that Debra Sandler and Chloe Sladden will serve on Gannett's Board of Directors. As previously announced, John Jeffry Louis will serve as Chairman of Gannett's Board and President and CEO Robert Dickey, John Cody, Lila Ibrahim and Tony Prophet also will serve as directors.

New Director Biographies

Henry McGee is an accomplished broadcast media executive with a passion for journalism. Currently a senior lecturer at Harvard Business School where he teaches the required MBA course, *Leadership and Corporate Accountability*, and an elective course, *The Moral Leader.* Mr. McGee spent 34 years with Home Box Office, Inc. most recently serving as President of HBO Home Entertainment from 1995 to 2013. He has been the recipient of numerous industry awards for his pioneering use of Internet-based marketing and early adoption of the high definition format for HBO's releases.

Larry Kramer is a news industry veteran with a commitment to innovation and entrepreneurial spirit. He has served as President and Publisher of USA TODAY since May 2012, and will serve in that capacity until the date of the distribution. He was previously a media consultant and adjunct professor of Media Management at the Newhouse School of Communications at Syracuse University and has held a number of positions at CBS, including President of CBS Digital Media. He is also the Founder and former CEO of MarketWatch, Inc.

Debra A. Sandler is a broad-gauge executive with strong marketing and operating management experience as well as a record of creating and building leading businesses and iconic brands. Most recently Ms. Sandler has been with Mars, Inc. where she served as Chief Health and Wellbeing Officer and President of Mars Chocolate, North America. Prior to that she spent 10 years with Johnson & Johnson where she held various positions including Worldwide President, McNeil Nutritionals LLC.

Chloe R. Sladden is a digital media executive who was instrumental in the success of Twitter, Inc., where she held the roles of Vice President, Media from 2012 to 2014 and Director, Media Partnerships from 2009 to 2012. Currently, Ms. Sladden is the Co-Founder of #angels, an early stage investment group.

Forward Looking Statements

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Advisors

Greenhill & Co. is acting as financial advisor on the separation transaction and Wachtell, Lipton, Rosen & Katz is acting as legal advisor.

About Gannett

Gannett Co., Inc. (NYSE: GCI) is an international media and marketing solutions company that informs and engages more than 115 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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