
**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 4, 2009

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 8.01. Other Events.

Attached and incorporated herein by reference as Exhibit 99.1 is a copy of the press release of Gannett Co., Inc., dated May 4, 2009 announcing the extension of the early participation date and waiver of a closing condition to its previously announced private exchange offer.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Gannett press release announcing extension of the early participation date and waiver of a closing condition to its private exchange offer.

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: May 4, 2009

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Gannett press release announcing extension of the early participation date and waiver of a closing condition to its private exchange offer.



FOR IMMEDIATE RELEASE

Monday, May 4, 2009

Gannett Announces Extension of Early Participation Date in Private Exchange Offer for 5.75% Notes due 2011 and 6.375% Notes due 2012; Waiver of Minimum Tender Condition for 2011 Notes

McLEAN, VA – Gannett Co., Inc. (NYSE: GCI) today announced that the early participation date in respect of its previously announced private exchange offer for its 5.75% Notes due 2011 (the “2011 notes”) (CUSIP No. 364725AE1) and its 6.375% Notes due 2012 (the “2012 notes”) (CUSIP No. 364725AC5) (collectively, the “Old Notes”) has been extended until 5:00 p.m., New York City time, on May 5, 2009 (the “Early Participation Date”).

As of May 1, 2009, according to Global Bondholder Services Corporation, the depository for the exchange offer, the Company received valid tenders from holders of approximately \$44 million aggregate principal amount of 2011 notes and approximately \$189 million aggregate principal amount of 2012 notes. Holders who validly tender on or prior to the Early Participation Date, and whose Old Notes are accepted for exchange, will be eligible to receive an “early participation payment” of \$30.00 for each \$1,000 principal amount of Old Notes tendered.

The Company also today announced that it has waived the exchange offer’s minimum tender condition with respect to the 2011 notes. This minimum tender condition required that the Company receive valid tenders, not validly withdrawn, of 2011 notes exchanged for at least \$100,000,000 aggregate principal amount of 10% Senior Notes due 2015. As a result, the Company will accept for payment any and all Old Notes that were validly tendered and not withdrawn in the exchange offer upon the terms and subject to the conditions set forth in the offering memorandum dated April 7, 2009, as amended and supplemented, and the related Letter of Transmittal, except that the minimum tender condition with respect to the 2011 notes will not apply.

The withdrawal date relating to the Old Notes occurred at 5:00 p.m., New York City time, on April 21, 2009. Old Notes previously tendered may not be withdrawn. Unless extended, the expiration date of the exchange offer will be at 5:00 p.m., New York City time, on May 5, 2009 and the settlement date will occur on May 7, 2009.

Pursuant to the terms of the exchange offer, eligible holders of Old Notes may tender their Old Notes until the expiration date and still be entitled to receive the tender offer consideration, including the early participation payment, if the Company accepts such Old Notes for exchange.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Old Notes or any other securities. The exchange offer is made only by the offering memorandum, as amended and supplemented, and the accompanying letter of transmittal.

About Gannett

Gannett is an international news and information company operating on multiple platforms including the Internet, mobile, newspapers, magazines and TV stations. Gannett is an Internet leader with hundreds of newspaper and TV Web sites; CareerBuilder.com, the nation's top employment site; USATODAY.com; and more than 80 local MomsLikeMe.com sites. Gannett publishes 85 daily U.S. newspapers, including USA TODAY, the nation's largest-selling daily newspaper, and more than 850 magazines and other non-dailies including USA WEEKEND. Gannett also operates 23 television stations in 19 U.S. markets. Gannett subsidiary Newsquest is the United Kingdom's second largest regional newspaper company with 17 daily paid-for titles, more than 200 weekly newspapers, magazines and trade publications and a network of Web sites.

For investor inquiries, contact:

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