

Gannett Co., Inc.  
Form DEFA14A  
April 03, 2019

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

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SCHEDULE 14A

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

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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 §240.14a-12

GANNETT  
CO., 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)(1) and 0-11.

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

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

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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:

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On April 2, 2019, Gannett Co., Inc. issued the following statement in response to media inquiries regarding MNG Enterprises, Inc.'s filing of a definitive proxy statement and related press release.

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“Gannett is executing a clearly articulated digital transformation that, combined with the company’s USA TODAY NETWORK strategy, will enable Gannett to serve as a trusted, comprehensive digital marketing partner to local and national businesses, strengthen and grow our communities and drive shareholder value. Notwithstanding our solid progress, MNG continues to promote the same unsolicited proposal it put forward on January 14, 2019, which our board unanimously rejected on February 4, 2019, after determining that it undervalues Gannett and is not credible or actionable. To date, MNG has failed to produce committed financing and has refused to answer basic questions regarding how it would overcome likely antitrust and pension issues, among other important matters. MNG’s attempts to waive away these fundamental issues are quite simply not credible.

MNG has nominated six director candidates, all whom are affiliated with MNG and/or Alden, for election to Gannett’s board in an apparent effort to take control of Gannett. MNG’s majority slate has articulated no strategic plan – just a blank slate for Alden to pursue its own objectives. MNG’s nominees are highly conflicted, have poor track records and appear to have been chosen by MNG and Alden to serve their interests, not the interests of all Gannett shareholders.”