

Louis John Jeffry
 Form 4
 May 03, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Louis John Jeffry

2. Issuer Name and Ticker or Trading Symbol
 Gannett Co., Inc. [GCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O GANNETT CO., INC., 7950 JONES BRANCH DRIVE

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

MCLEAN, VA 22107

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/01/2018		M	16,466 A	158,436	D	
Common Stock					61,600	I	John Jeffry Louis Trust, UAD 2/1/84, Walter W. Bell, Trustee
Common Stock					18,194	I	John J. Louis, Jr.

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Common Stock	6,410	I	Trust under the Will of John J. Louis fbo John Jeffry Louis
Common Stock	14,013	I	John J. Louis, Jr. Trust under the Will of John J. Louis fbo Tracy L. Merrill
Common Stock	24,824	I	John J. Louis, Jr. Trust under the Will of John J. Louis fbo Kimberly C. Louis Stewart
Common Stock			Marital Trust U/A John J. Louis, Jr. Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying Security (Instr. 3)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock	(2)	05/01/2018		A	5,675.9546	(3) (3)	Common Stock

Restricted
Stock
Units

(1)

05/01/2018

M

16,466 05/01/2018⁽⁴⁾ 05/01/2018⁽⁴⁾

Com
Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Louis John Jeffry C/O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107		X		

Signatures

/s/ Elizabeth A. Allen,
Attorney-in-Fact

05/03/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of the underlying Common Stock.
- (2) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock.
- (3) The shares of phantom stock are payable in cash or stock, at the election of the reporting person, on various dates selected by the reporting person or as otherwise provided in the Issuer's Deferred Compensation Plan.
- (4) Represents the settlement of RSUs granted on May 10, 2017, plus dividend equivalent units accrued thereon.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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