

Appleton William
Form 4
November 16, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Appleton William

(Last) (First) (Middle)

312 WALNUT STREET, 28TH FL.

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
E.W. SCRIPPS Co [SSP]

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP and General Counsel

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

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

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
Class A Common Shares, \$.01 par value per share	11/08/2017		C ⁽¹⁾		9,558	A	\$ 14.25
Class A Common Shares, \$.01 par value per share	11/08/2017		F ⁽²⁾		4,688	D	\$ 14.25

Common
Voting
Shares,
\$.01 par
value per
share

0 D

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

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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 and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	(1)	11/08/2017		C	9,558	11/08/2017	11/08/2018	Restricted Stock Units	9,558
Restricted Stock Units	(3)					03/09/2015	03/09/2018	Restricted Stock Units	13,496
Restricted Stock Units	(4)					03/09/2016	03/09/2019	Restricted Stock Units	8,662
Restricted Stock Units	(5)					03/09/2017	03/09/2020	Restricted Stock Units	10,806
Restricted Stock Units	(6)					03/01/2018	03/01/2021	Restricted Stock Units	22,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Appleton William
312 WALNUT STREET, 28TH FL.
CINCINNATI, OH 45202

EVP and
General
Counsel

Signatures

/s/ William 11/16/2017
Appleton

__Signature of Date
Reporting Person

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) This transaction reflects the conversion of restricted stock units into Class A Common Shares on 11/08/17.
- (2) The terms of this long-term incentive award mandate that the Company withhold shares to satisfy the reporting person's tax obligation.
- (3) This restricted stock unit award will vest in 2018. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- (4) This restricted stock unit award will vest in equal parts in 2018 and 2019. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- (5) This restricted stock unit award will vest in equal parts in 2018, 2019, and 2020. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- (6) This restricted stock unit award will vest in equal parts in 2018, 2019, 2020 and 2021. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.