

Meza Alex
Form 3
May 15, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Meza Alex | | (Month/Day/Year) | Gannett Co., Inc. [GCI] | |
| (Last) | (First) | (Middle) | 05/08/2018 | |
| 7950 JONES BRANCH DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MCLEAN, VA 22107 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP of Corporate Development | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 10,594 | D | Â |
| Common Stock | 1,321.72 ⁽¹⁾ | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units | Â (2) | 12/31/2018 | Common Stock | 7,892 | \$ (3) | D | Â |
| Restricted Stock Units | Â (2) | 12/31/2018 | Common Stock | 1,792 | \$ (3) | D | Â |
| Restricted Stock Units | Â (4) | 12/31/2019 | Common Stock | 3,560 | \$ (3) | D | Â |
| Restricted Stock Units | Â (5) | 12/31/2020 | Common Stock | 9,675 | \$ (3) | D | Â |
| Restricted Stock Units | Â (6) | 12/31/2021 | Common Stock | 10,165 | \$ (3) | D | Â |
| Phantom Stock | Â (7) | Â (7) | Common Stock | 3,726.35 | \$ (8) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Meza Alex 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | Â | Â | Â VP of Corporate Development | Â |

Signatures

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

05/15/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Based upon information from the plan administrator as of May 14, 2018.
- (2) These RSUs vest in four equal annual installments beginning on December 31, 2015 and pay out following the end of the four-year vesting period.
- (3) Each restricted stock unit represents a contingent right to receive one share of the underlying Common Stock.
- (4) These RSUs represent the unvested 50% portion of an award granted in 2016 and will vest in two equal annual installments on December 31, 2018 and December 31, 2019.
- (5) These RSUs represent the unvested 75% portion of an award granted in 2017 and will vest in three equal annual installments on December 31, 2018, December 31, 2019 and December 31, 2020.
- (6) These RSUs vest in three equal annual installments beginning on January 1, 2019.
- (7) 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.
- (8) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock.

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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.