

E.W. SCRIPPS Co  
Form 4/A  
March 02, 2017

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Knutson Lisa A

(Last) (First) (Middle)

312 WALNUT STREET, 28TH  
FLOOR

(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)

03/09/2016

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

03/11/2016

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Senior VP/Chief Admin. Officer

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

\_X\_ 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<br>Security<br>(Instr. 3)                           | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Shares,<br>\$.01 par<br>value per<br>share | 03/09/2016                              |                                                             | C <sup>(1)</sup>                        | 22,061<br><sup>(2)</sup>                                                | A \$<br>18.05                                                                                                      | 67,645                                                                     | D                                                                 |
| Class A<br>Common<br>Shares,<br>\$.01 par<br>value per<br>share | 03/09/2016                              |                                                             | F <sup>(3)</sup>                        | 7,261                                                                   | D \$<br>18.05                                                                                                      | 60,384                                                                     | D                                                                 |

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|                                                                 |            |   |        |   |         |        |   |                      |
|-----------------------------------------------------------------|------------|---|--------|---|---------|--------|---|----------------------|
| Class A<br>Common<br>Shares,<br>\$.01 par<br>value per<br>share | 03/10/2016 | S | 25,544 | D | \$ 17.7 | 34,840 | D |                      |
| Class A<br>Common<br>Shares,<br>\$.01 par<br>value per<br>share |            |   |        |   |         | 5,499  | I | Children's<br>Trusts |
| Common<br>Voting<br>Shares,<br>\$.01 par<br>value per<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 03/09/2016                              |                                                             | C(1)                                    | 7,397                                                                                                           | 03/15/2013                                                     | 03/15/2016         | Restricted<br>Stock<br>Units                                        | 7,397                                  |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 03/09/2016                              |                                                             | C(1)                                    | 1,849                                                                                                           | 03/15/2013                                                     | 03/15/2016         | Restricted<br>Stock<br>Units                                        | 1,849                                  |
| Restricted<br>Stock                                 | (4)                                                                   | 03/09/2016                              |                                                             | C                                       | 5,294                                                                                                           | 03/09/2014                                                     | 03/09/2017         | Restricted<br>Stock                                                 | 5,294                                  |

|            |     |            |   |       |            |            |  |            |       |
|------------|-----|------------|---|-------|------------|------------|--|------------|-------|
| Units      |     |            |   |       |            |            |  | Units      |       |
| Restricted |     |            |   |       |            |            |  | Restricted |       |
| Stock      | (5) | 03/09/2016 | C | 3,191 | 03/09/2015 | 03/09/2018 |  | Stock      | 3,191 |
| Units      |     |            |   |       |            |            |  | Units      |       |
| Restricted |     |            |   |       |            |            |  | Restricted |       |
| Stock      | (6) | 03/09/2016 | C | 4,330 | 03/09/2016 | 03/09/2019 |  | Stock      | 4,330 |
| Units      |     |            |   |       |            |            |  | Units      |       |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                                         |       |
|-------------------------------------------------------------------------|---------------|-----------|-----------------------------------------|-------|
|                                                                         | Director      | 10% Owner | Officer                                 | Other |
| Knutson Lisa A<br>312 WALNUT STREET, 28TH FLOOR<br>CINCINNATI, OH 45202 |               |           | Senior<br>VP/Chief<br>Admin.<br>Officer |       |

## Signatures

/s/ William Appleton, Attorney-in-fact for Lisa A.  
Knutson

03/02/2017

\_\_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) This transaction reflects the conversion of restricted stock units into Class A Common Shares.
- (2) A clerical error occurred when calculating the reporting person's shares on March 9, 2016. The error was a transposition of numbers, which resulted in a negative share reporting of 45 shares.
- (3) The terms of this long-term incentive award mandate that the Company withhold shares to satisfy the reporting person's tax obligation.
- (4) This restricted stock unit award will vest in 2017. 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 2017 and 2018. 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 2017, 2018 and 2019. 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.