

Chatham Asset Management, LLC

Form 4/A

October 30, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chatham Asset Management, LLC

(Last) (First) (Middle)

26 MAIN STREET, SUITE 204

(Street)

CHATHAM, NJ 07928

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MCCLATCHY CO [MNI]

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

10/12/2017

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

10/16/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$0.01 par value per share	10/12/2017		P	58,239	A \$ 7.8982 (1)	598,770 (2)	I See Footnote (3)
Class A Common Stock, \$0.01 par value per share	10/13/2017		P	18,105	A \$ 7.5283 (4)	616,875 (2)	I See Footnote (3)

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Class A Common Stock, \$0.01 par value per share	10/16/2017	P	61,930	A	\$ 7.4062 (5)	678,805 (2)	I	See Footnote (3)
Class A Common Stock, \$0.01 par value per share	10/18/2017	P	14,474	A	\$ 7.4708 (6)	693,279 (2)	I	See Footnote (3)
Class A Common Stock, \$0.01 par value per share	10/19/2017	P	8,496	A	\$ 7.4628 (7)	701,775 (2)	I	See Footnote (3)
Class A Common Stock, \$0.01 par value per share	10/20/2017	P	88,880	A	\$ 8.2621 (8)	790,655 (2)	I	See Footnote (3)
Class A Common Stock, \$0.01 par value per share	10/23/2017	P	14,721	A	\$ 8.5501 (9)	805,376 (2)	I	See Footnote (3)

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.

SEC 1474
(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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chatham Asset Management, LLC 26 MAIN STREET, SUITE 204 CHATHAM, NJ 07928		X		

Signatures

/s/ Anthony Melchiorre, Managing Member of Chatham Asset Management, LLC 10/30/2017

____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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.70 to \$8.00 per share, inclusive. Chatham Asset Management, LLC (the "Reporting Person") undertakes to provide to McClatchy Co. ("McClatchy"), any security holder of McClatchy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

(2) Amount of securities beneficially owned reported in Column 5 is as of date of reported transaction.

(3) Reporting Person is the investment manager to Chatham Asset High Yield Master Fund, Ltd., a Cayman Islands exempted company ("Chatham Master Fund"), and other affiliated funds (collectively with Chatham Master Fund, the "Chatham Funds"). Anthony Melchiorre ("Mr. Melchiorre") is the managing member of the Reporting Person. Pursuant to Reg. Section 240.16a-1(a)(2), the Reporting Person's and Mr. Melchiorre's beneficial ownership is limited to their pecuniary interest, if any, in such securities.

(4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.50 to \$7.73 per share, inclusive. Reporting Person undertakes to provide to McClatchy, any security holder of McClatchy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

(5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.15 to \$7.55 per share, inclusive. Reporting Person undertakes to provide to McClatchy, any security holder of McClatchy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

(6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.10 to \$7.60 per share, inclusive. Reporting Person undertakes to provide to McClatchy, any security holder of McClatchy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

(7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.29 to \$7.55 per share, inclusive. Reporting Person undertakes to provide to McClatchy, any security holder of McClatchy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

(8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.50 to \$8.65 per share, inclusive. Reporting Person undertakes to provide to McClatchy, any security holder of McClatchy, or the staff

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of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

- (9) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.35 to \$8.70 per share, inclusive. Reporting Person undertakes to provide to McClatchy, any security holder of McClatchy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

Remarks:

This Form 4 is being filed to correct the original Forms 4 filed on October 16, 18, 20 and 24. Table I and the corresponding ex

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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