

Gannett Co., Inc.
Form 4/A
February 12, 2016

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 *
WALL BARBARA W.

(Last) (First) (Middle)

**C/O GANNETT CO., INC., 7950
JONES BRANCH DR.**

(Street)

MCLEAN, VA 22107

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/05/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP and Chief Legal Officer

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)
Common Stock	12/31/2015		M	3,366 A	5,445	D	
Common Stock	12/31/2015		F	1,207 D	\$ 4,238	D	
Common Stock					254,536 ⁽²⁾	I	By 401(k) Plan

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**

SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(1)	12/31/2015		M	3,366	12/31/2015 12/31/2015	Common Stock	3,366
Restricted Stock Units	(1)	01/01/2016		A	14,237 (3)	(4) 12/31/2019	Common Stock	14,237

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALL BARBARA W. C/O GANNETT CO., INC. 7950 JONES BRANCH DR. MCLEAN, VA 22107	SVP and Chief Legal Officer

Signatures

/s/ Elizabeth A. Allen,
Attorney-In-Fact 02/12/2016

____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) Based upon information from the plan administrator as of January 4, 2016.

This Amended Form 4 is being filed to correct an inadvertent overstatement of the number of Restricted Stock Units issued to the
(3) Reporting Person on January 1, 2016 in the Form 4 initially filed on January 5, 2016. No change is made to any other information originally reported on the Form 4 initially filed on January 5, 2016.

(4) These Restricted Stock Units vest in four equal annual installments beginning on December 31, 2016.

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.