

Harrison Akinyale S.  
Form 3  
January 10, 2019

# 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 \*

Â Harrison Akinyale S.

(Last) (First) (Middle)

C/O TEGNA INC.,Â 7950  
JONES BRANCH DRIVE

(Street)

MCLEAN,Â VAÂ 22107

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/01/2019

3. Issuer Name **and** Ticker or Trading Symbol  
TEGNA INC [TGNA]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner

☒ Officer \_\_\_\_ Other

(give title below) (specify below)

SVP, General Counsel and Sec.

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 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

14,749

D

Â

Common Stock

886.18

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

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â (1)	Â (1)	Common Stock	1,007.1231	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	5,043	\$ (4)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	3,117	\$ (4)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	9,844	\$ (4)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrison Akinyale S. C/O TEGNA INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	Â	Â	Â SVP, General Counsel and Sec.	Â

## Signatures

/s/ Akin S.  
Harrison

01/10/2019

\_\_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) Each share of phantom stock is payable in cash or stock, at the election of the reporting person, on various dates selected by the reporting person or otherwise provided in the Issuer's Deferred Compensation Plan.
- (2) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock.  
The restricted stock units (i) vested in three equal annual installments beginning on December 31, 2016, and (ii) will vest as to the
- (3) remaining restricted stock units on December 31, 2019. Vested shares will be delivered to the reporting person upon the earliest to occur of the termination of employment of the reporting person, a change in control of the Issuer, and December 31, 2019.
- (4) Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.  
The restricted stock units underlying the original grant (i) vested as to 25% of the grant on each of December 31, 2017 and December 31, 2018, and (ii) will vest as to the remaining restricted stock units in two equal annual installments on each of December 31, 2019 and December 31, 2020. The corresponding shares of the Issuer's common stock underlying the original grant of restricted stock units (a)
- (5) were delivered to the reporting person as to the applicable vested shares on each of January 2, 2018 and January 2, 2019, and (b) following vesting and unless delivered earlier following a change in control of the Issuer, will be delivered to the reporting person with respect to the restricted stock units that will vest on each of December 31, 2019 and December 31, 2020 in two equal annual installments beginning on January 2, 2020.
- (6) The restricted stock units vest in four equal annual installments on each of February 28, 2019, February 29, 2020, February 28, 2021 and February 28, 2022 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of

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the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person in four equal annual installments beginning on March 1, 2019.

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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