SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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| 1  |  |   |                     | (   | ( ) -              |  |   | -                            |  |   |   |                             |
|--|--|---|---------------------|---|--------------------|--|---|------------------------------|--|---|---|-----------------------------|
| 1. Name and <u>Standarc</u>  | Requirin<br>(Month/I                         | 2. Date of Event<br>Requiring Statement<br>(Month/Day/Year)<br>04/02/2020 |                     | 3. Issuer Name and Ticker or Trading Symbol <u>TEGNA INC</u> [ TGNA ]             |                    |  |   |                              |  |   |   |                             |
| (Last) (First) (Middle)<br>767 FIFTH AVENUE<br>12TH FLOOR  |  |   |                     |   | Officer (give Othe |  | 10% O                                       | 10% Owner                    |  | <ul> <li>5. If Amendment, Date of Original<br/>Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing<br/>(Check Applicable Line)</li> </ul> |   |                             |
| (Street)<br>NEW NY 10153<br>YORK   |  |   |                     |   |                    |  |   |                              |  | Form filed by One Reporting<br>Person<br>X Form filed by More than One<br>Reporting Person  |   |                             |
| (City)   | (State)                                      | (Zip)   |                     |   |                    |  |   |                              |  |   |   |                             |
| Table I - Non-Derivative Securities Beneficially Owned   |  |   |                     |   |                    |  |   |                              |  |   |   |                             |
| 1. Title of Security (Instr. 4)  |  |   |                     |   |                    | 2. Amount of Securities<br>Beneficially Owned (Instr.<br>4) (D) or Indir<br>(I) (Instr. 5) |   | irect<br>direct              | ect Ownership (Instr. 5)<br>rect       |   |   |                             |
| Common Stock, \$1.00 par value   |  |   |                     |   |                    | 20,715,479   | 20,715,479                                  |                              | See 1                                  |   | e Footnote <sup>(1)</sup>                   |                             |
| Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities) |  |   |                     |   |                    |  |   |                              |  |   |   |                             |
| 1. Title of De   | 2. Date Exerc<br>Expiration D<br>(Month/Day/ | ate   |                     | 3. Title and Amount of Securities<br>Underlying Derivative Security<br>(Instr. 4) |                    |  | 4.<br>Conversion<br>or Exercise<br>Price of |                              | 5.<br>Ownership<br>Form:<br>Direct (D) | 6. Nature of<br>Indirect Beneficial<br>Ownership (Instr.  |   |                             |
|  |  |   | Date<br>Exercisable | Expirat<br>Date   |                    | Title  | Nu  | nount or<br>imber of<br>ares | Deriva<br>Securi                       | tive  | Direct (D)<br>or Indirect<br>(I) (Instr. 5) | 5)                          |
| Swap for Common Stock - Right to<br>Buy  |  |   | (2)                 | 2) 04/22/2021   |                    | Common Stock   | 1,0   | 000,000                      | 12.6                                   |   | Ι   | See Footnote <sup>(1)</sup> |
| Swap for Common Stock - Right to<br>Buy  |  |   | (2)                 | 04/22/2021  |                    | Common Stock   | 1,0   | 000,000 13.27                |  | 783   | Ι   | See Footnote <sup>(1)</sup> |
| Swap for Common Stock - Right to<br>Buy  |  |   | (2)                 | (2) 04/22/2021  |                    | Common Stock   | 1,000,000                                   |                              | 12.9914                                |   | Ι   | See Footnote <sup>(1)</sup> |
| Swap for Common Stock - Right to<br>Buy  |  |   | (2)                 | (2) 04/22/2021  |                    | Common Stock   | 1,000,000                                   |                              | 10.5883                                |   | Ι   | See Footnote <sup>(1)</sup> |
| Swap for Common Stock - Right to<br>Buy  |  |   | (2)                 | (2) 04/22/2021  |                    | Common Stock   | 1,000,000                                   |                              | 10.8248                                |   | Ι   | See Footnote <sup>(1)</sup> |
|  | Address of R<br>l General                    | eporting Person   | *                   |   |                    |  |   |                              |  |   |   |                             |
| (Last) (First) (Middle)<br>767 FIFTH AVENUE<br>12TH FLOOR  |  |   |                     |   |                    |  |   |                              |  |   |   |                             |
| (Street)<br>NEW YORK NY 10153  |  |   |                     |   |                    |  |   |                              |  |   |   |                             |
| (City) (State) (Zip)   |  |   |                     |   |                    |  |   |                              |  |   |   |                             |
| 1. Name and Address of Reporting Person <sup>*</sup><br>Kim Soohyung   |  |   |                     |   |                    |  |   |                              |  |   |   |                             |
| 1  | <u></u> 5                                    |   |                     |   |                    |  |   |                              |  |   |   |                             |

| (Last)           | (First) | (Middle)       |  |  |  |  |  |  |
|------------------|---------|----------------|--|--|--|--|--|--|
| 767 FIFTH AVENUE |         |                |  |  |  |  |  |  |
| 12TH FLOOR       |         |                |  |  |  |  |  |  |
| ·                |         |                |  |  |  |  |  |  |
| (Street)         |         |                |  |  |  |  |  |  |
| NEW YORK         | NY      | 10153          |  |  |  |  |  |  |
|                  | (2) ( ) | ( <b>-</b> : ) |  |  |  |  |  |  |
| (City)           | (State) | (Zip)          |  |  |  |  |  |  |

## **Explanation of Responses:**

1. The securities reported herein are beneficially owned by Standard General L.P. ("Standard General") in its capacity as investment manager to private investment vehicles. Mr. Kim is a director of the general partner of the general partner of Standard General and Chief Investment Officer of Standard General, and in such capacities may be deemed to indirectly beneficially own the securities reported herein. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest in such shares, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

2. The Reporting Persons entered into equity swap agreements with unaffiliated financial institutions ("FI"), each of which are exercisable at any time by the Reporting Persons or the applicable FI prior to, or automatically settled on, the Expiration Date. Under each agreement, upon exercise or settlement thereof, (i) such FI will be obligated to pay to the Reporting Persons the aggregate market value of the shares of Common Stock subject to the agreement or, at the election of the Reporting Persons, deliver such shares; and (ii) the Reporting Persons will be obligated to pay such FI the Exercise Price per share for each share of Common Stock subject to the agreement. A portion of the dividends paid on the shares of Common Stock subject to the exercise or settlement thereof will be paid by the FI to the Reporting Persons, and the Reporting Persons also will pay to the FI "interest" on the Exercise Price of the shares of Common Stock subject to the agreement.

<u>/s/ Standard General L.P.</u> <u>by Joseph Mause, Chief</u> 04/07/2020 <u>Financial Officer</u>

04/07/2020

Date

\*\* Signature of Reporting Person

/s/ Soohyung Kim

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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