## SEC Form 4

# FORM 4

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

OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> McClelland Clifton A. III			2. Issuer Name and Ticker or Trading Symbol <u>TEGNA INC</u> [ TGNA ]		tionship of Reporting Per all applicable) Director	10% Owner	
(Last) (First) (Middle) C/O TEGNA INC. 8350 BROAD STREET, SUITE 2000		· · ·	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2020	X	Officer (give title below) SVP, Cntlr and Pri	Other (specify below) n. Acc. Off.	
(Street) TYSONS VA 22102			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	eporting Person	
(City)	(State)	(Zip)					

### 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. Transa Code ( 8)	ction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially	(D) or Indirect	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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. Transa Code ( 8)		of		6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2018 Performance Shares	(1)	02/18/2020		Α		9,237		(2)	(2)	Common Stock	9,237	\$0	9,237	D	

Explanation of Responses:

1. Each 2018 Performance Share represents a contingent right to receive one share of the underlying common stock.

2. The 2018 Performance Shares vest on February 28, 2021 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person on a about March 1, 2021.

#### **Remarks:**

<u>/s/ Akin S. Harrison, attorney-</u> in-fact

02/20/2020

\*\* Signature of Reporting Person Da

Date

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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.