

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

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported):
April 30, 2020

TEGNA INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-6961
(Commission File Number)

16-0442930
(I.R.S. Employer Identification No.)

8350 Broad Street, Suite 2000, Tysons, Virginia
(Address of principal executive offices)

22102-5151
(Zip Code)

(703) 873-6600
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock	TGNA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As discussed in Item 5.07 of this Current Report on Form 8-K, on April 30, 2020, the shareholders of TEGNA Inc. (the “Company”) approved the TEGNA Inc. 2020 Omnibus Incentive Compensation Plan (the “Plan”) at the Company’s 2020 Annual Meeting of Shareholders (the “Annual Meeting”). The material terms of the Plan are described in Proposal 4 of the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 25, 2020 (the “Proxy Statement”), which descriptions are incorporated by reference herein. The description of the Plan in the Proxy Statement is qualified in its entirety by reference to the full text of the Plan, a copy of which was filed as Appendix B to the Proxy Statement and is incorporated by reference herein. The Plan had previously been approved by the Company’s Board of Directors and became effective immediately upon approval of the Company’s shareholders.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 30, 2020, the Company held the Annual Meeting. Set forth below are each of the matters submitted to a vote of the Company’s shareholders at the Annual Meeting, and the certified voting results reported by the independent inspector of elections, First Coast Results, Inc. (“First Coast”).

As of the close of business on March 20, 2020, the record date for the Annual Meeting, 218,352,668 shares of the Company’s common stock, par value \$1.00 per share (the “Common Stock”) were outstanding and entitled to vote. Based on the tabulation of the voting results from First Coast, 197,110,490 shares of Common Stock were voted in person or by proxy at the Annual Meeting, representing 90.27 percent of the shares of Common Stock entitled to be voted.

The tabulation of the voting results from First Coast for the matters submitted to a vote at the Annual Meeting is as follows:

(1) Election of Directors

The Company’s Nominees

Nominee	For	Withheld
Gina L. Bianchini	163,976,551	28,256,236
Howard D. Elias	107,114,316	755,729
Stuart J. Epstein	163,693,509	28,539,278
Lidia Fonseca	163,592,251	28,640,536
Karen H. Grimes	163,950,596	28,282,191
David T. Lougee	163,940,277	28,292,510
Scott K. McCune	107,131,947	738,098
Henry W. McGee	163,959,631	28,273,156
Susan Ness	163,950,910	28,281,877
Bruce P. Nolop	107,708,674	161,371
Neal Shapiro	107,726,363	143,682
Melinda C. Witmer	163,619,470	28,613,317

Nominee	For	Withheld
Colleen B. Brown	83,960,918	419,248
Ellen McClain Haime	62,404,347	21,975,819
Soohyung Kim	62,806,007	21,574,159
Deborah McDermott	62,989,122	21,391,044

(2) Ratification of Appointment of Independent Registered Public Accounting Firm

Votes For	Votes Against	Abstentions
196,427,646	455,053	227,791

(3) Approval, on an Advisory Basis, of the Compensation of the Company's Named Executive Officers

Votes For	Votes Against	Abstentions	Broker Non-Votes
152,992,328	38,716,961	1,112,041	4,289,160

(4) Approval of the TEGNA Inc. 2020 Omnibus Incentive Compensation Plan

Votes For	Votes Against	Abstentions	Broker Non-Votes
151,931,610	39,985,566	904,154	4,289,160

Item 8.01. Other Events.

On April 30, 2020, the Company issued a press release confirming the election of its directors at the Annual Meeting based on a preliminary vote count. A copy of the Company's press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	TEGNA Inc. 2020 Omnibus Incentive Compensation Plan (incorporated herein by reference to Appendix B to the TEGNA Inc. Definitive Proxy Statement on Schedule 14A filed on March 25, 2020).
99.1	Press Release of TEGNA Inc., dated April 30, 2020.
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TEGNA Inc.

Date: May 6, 2020

By: /s/ Akin S. Harrison
Akin S. Harrison
Senior Vice President, General Counsel and Secretary

TEGNA

FOR IMMEDIATE RELEASE

April 30, 2020

TEGNA Shareholders Re-Elect All 12 TEGNA Directors at 2020 Annual Meeting

Tysons, VA – TEGNA Inc. (NYSE: TEGNA) today announced that, based on a preliminary vote count by its proxy solicitor, shareholders have re-elected all 12 of TEGNA’s highly qualified directors: Gina Bianchini, Howard Elias, Stuart Epstein, Lidia Fonseca, Karen Grimes, David Lougee, Scott McCune, Henry McGee, Susan Ness, Bruce Nolop, Neal Shapiro, and Melinda Witmer. Each director will serve a one-year term ending at TEGNA’s 2021 Annual Meeting.

Howard D. Elias, Chairman of the Board, commented, “We are grateful that our shareholders have supported our highly qualified and experienced directors. This outcome is a validation of our Board’s ongoing commitment to driving value for all shareholders. The Board has benefitted from the opportunity to speak directly with shareholders about TEGNA’s strategy and performance and to hear their feedback and perspective. We appreciate that Standard General has a large investment in TEGNA and look forward to moving past the proxy contest and having a constructive dialogue with Soo Kim going forward.”

Dave Lougee, President and CEO, said, “We are pleased by the support TEGNA shareholders have shown for our proven strategy to deliver growth and shareholder value. We appreciate the confidence our investors have placed in our talented team to navigate the current crisis and continue TEGNA’s critical role of providing factual and reliable information to our local communities at a time when it has never been more important.”

In addition to the re-election of directors, TEGNA shareholders also:

- Ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the 2020 fiscal year;
- Approved an advisory resolution on the compensation of the Company’s named executive officers reported in the Company’s 2020 proxy statement; and
- Approved the Company’s 2020 Omnibus Incentive Compensation Plan.

The preliminary vote count is subject to certification by the Independent Inspector of Elections. Additional information regarding the results of the 2020 Annual Meeting will be available in a current report on Form 8-K filed with the Securities and Exchange Commission and on TEGNA’s investor website investors.tegna.com.

Forward Looking Statements

Certain statements in this communication may constitute “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. Any forward-looking statements contained herein are subject to a number of risks, trends and uncertainties that could cause actual results or company actions to differ materially from what is expressed or implied by these statements, including risks relating to the coronavirus (COVID-19) pandemic and its effect on U.S. and world financial markets, potential regulatory actions, changes in consumer behaviors and impacts on and modifications to TEGNA’s operations and business relating thereto and TEGNA’s ability to execute on its standalone plan. Other economic, competitive, governmental, technological and other factors and risks that may affect TEGNA’s operations or financial results are discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, and in subsequent filings with the U.S. Securities and Exchange Commission (the “SEC”). We disclaim any obligation to update these forward-looking statements other than as required by law.

About TEGNA

TEGNA Inc. (NYSE: TGNA) is an innovative media company that serves the greater good of our communities. Across platforms, TEGNA tells empowering stories, conducts impactful investigations and delivers innovative marketing solutions. With 62 television stations in 51 markets, TEGNA is the largest owner of top 4 affiliates in the top 25 markets among independent station groups, reaching approximately 39 percent of all television households nationwide. TEGNA also owns leading multicast networks Justice Network and Quest. TEGNA Marketing Solutions (TMS) offers innovative solutions to help businesses reach consumers across television, email, social and over-the-top (OTT) platforms, including Premion, TEGNA’s OTT advertising service. For more information, visit www.TEGNA.com.

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