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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 6, 2009

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**GANNETT CO., INC.**

(Exact name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-6961**  
(Commission File Number)

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

**7950 Jones Branch Drive**  
**Mclean, Virginia**  
(Address of Principal Executive Offices)

**22107-0910**  
(Zip Code)

**(703) 854-6000**  
Registrant's telephone number, including area code

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

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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))
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**Item 8.01. Other Events.**

Attached and incorporated herein by reference as Exhibit 99.1 is a copy of the press release of Gannett Co., Inc., dated May 6, 2009 announcing the expiration and final results of its previously announced private exchange offer.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Gannett press release, dated May 6, 2009, announcing expiration and final results of its private exchange offer.

The company agrees to furnish to the Commission, upon request, a copy of each agreement with respect to long-term debt not filed herewith in reliance upon the exemption from filing applicable to any series of debt which does not exceed 10% of the total consolidated assets of the company.

**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 thereunder duly authorized.

GANNETT CO., INC.

By: /s/ Todd A. Mayman  
Todd A. Mayman  
Senior Vice President, General Counsel and Secretary

Date: May 11, 2009

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**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Gannett press release, dated May 6, 2009, announcing expiration and final results of its private exchange offer.



FOR IMMEDIATE RELEASE

Wednesday, May 6, 2009

**UPDATED: Gannett Announces Expiration and Results of Private Exchange Offer**

McLEAN, VA – Gannett Co., Inc. (NYSE: GCI) today announced the expiration and results of its private exchange offer for its 5.75% Notes due 2011 (the “2011 notes”) (CUSIP No. 364725AE1) and its 6.375% Notes due 2012 (the “2012 notes”) (CUSIP No. 364725AC5) (collectively, the “Old Notes”). The expiration date for the exchange offer occurred at 5:00 p.m., New York City time, on May 5, 2009. The settlement date of the exchange offer is expected to occur on May 7, 2009.

According to Global Bondholder Services Corporation, the depository for the exchange offer, the Company received valid tenders from holders of approximately \$67 million aggregate principal amount of 2011 notes and approximately \$193 million aggregate principal amount of 2012 notes.

“We are very pleased with the results of the exchange offer. As a result of this opportunistic transaction, more than 25% of our outstanding bonds (exclusive of the May 2009 maturity) will have a maturity date extending into 2015 or 2016,” said Gracia C. Martore, executive vice president and chief financial officer.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Old Notes or any other securities.

**About Gannett**

Gannett is an international news and information company operating on multiple platforms including the Internet, mobile, newspapers, magazines and TV stations. Gannett is an Internet leader with hundreds of newspaper and TV Web sites; CareerBuilder.com, the nation’s top employment site; USATODAY.com; and more than 80 local MomsLikeMe.com sites. Gannett publishes 85 daily U.S. newspapers, including USA TODAY, the nation’s largest-selling daily newspaper, and more than 850 magazines and other non-dailies including USA WEEKEND. Gannett also operates 23 television stations in 19 U.S. markets. Gannett subsidiary Newsquest is the United Kingdom’s second largest regional newspaper company with 17 daily paid-for titles, more than 200 weekly newspapers, magazines and trade publications and a network of Web sites.

*For investor inquiries, contact:*

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