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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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> Trelstad Lynn B.	2. Date of Event Requiring Stater (Month/Day/Yea 06/01/2017	ment	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>TEGNA INC</u> [ TGNA ]					
(Last) (First) (Middle) C/O TEGNA INC.			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner		(Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)		
7950 JONES BRANCH DRIVE			X Officer (give title Other (specify below) below)		/ [0. II	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) MCLEAN VA 22107	-		EVP and COO - Media	a Operation	- I''	Form filed b	y One Reporting Person y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect (Instr. 5)	cṫ (D)   (Instr	ture of Indirect Beneficial Ownership . 5)		
Common Stock			13,237	D				
Common Stock			4,301.92	I	I By 401(k) Plan			
Common Stock			66.58	I By		Spouse through 401(k) Plan		
			e Securities Beneficially ants, options, convertible		s)			
1. Title of Derivative Security (Instr. 4)	2. Date Exerce Expiration Da (Month/Day/	ate	3. Title and Amount of Securities     Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Restricted Stock Units	12/31/2017	12/31/2017	7 Common Stock	5,663	(1)	D		
Restricted Stock Units	(2)	(2)	Common Stock	6,954	(1)	D		
Restricted Stock Units	(3)	(3)	Common Stock	12,497	(1)	D		
Restricted Stock Units	(4)	(4)	Common Stock	15,829	(1)	D		
Restricted Stock Units	12/31/2017	12/31/2017	7 Common Stock	2,454	(1)	I	By Spouse	
Restriced Stock Units	(5)	(5)	Common Stock	1,841	(1)	I	By Spouse	
Restricted Stock Units	(6)	(6)	Common Stock	2,717	(1)	Ι	By Spouse	
Restricted Stock Units	(7)	(7)	Common Stock	3,562	(1)	Ι	By Spouse	

## Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.

2. The restricted stock units vest in four equal annual installments beginning on December 31, 2015. 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, 2018.

3. The restricted stock units vest in four equal annual installments beginning on December 31, 2016. 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. The restricted stock units vest in four equal annual installments beginning on December 31, 2017 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 in four equal annual installments beginning on January 2, 2018.

5. The restricted stock units vest in four equal annual installments beginning on December 31, 2015. Vested shares will be delivered to the reporting person's spouse upon the earliest to occur of the termination of employment of the reporting person's spouse, a change in control of the Issuer, and December 31, 2018.

6. The restricted stock units vest in four equal annual installments beginning on December 31, 2016. Vested shares will be delivered to the reporting person's spouse upon the earliest to occur of the termination of employment of the reporting person's spouse, a change in control of the Issuer, and December 31, 2019.

7. The restricted stock units vest in four equal annual installments beginning on December 31, 2017 and, unless delivered earlier following a termination of employment of the reporting person's spouse 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's spouse in four equal annual installments beginning on January 2, 2018.

Remarks:

## /s/ Akin S. Harrison, Attorney-06/09/2017 in-Fact

\*\* Signature of Reporting Person 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 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.

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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, THAT THE UNDERSIGNED HEREBY CONSTITUTES AND APPOINTS EACH OF TODD A. MAYMAN AND AKIN S. HARRISON, SIGNING SINGLY, THE UNDERSIGNED'S TRUE AND LAWFUL ATTORNEY-IN-FACT TO:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of TEGNA, Inc. (the "Company"), Forms 3, 4, 5 and 144 in accordance with the Securities laws of the United States and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or other authority where such filing is required; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 5th day of June, 2017.

/s/ Lynn B. Trelstad WITNESS: /s/ Elga M. Maye

Signature

Lynn B. Trelstad Print Name Elga M. Maye Print Name