

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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* <u>Tolston Alex J</u> (Last) (First) (Middle) <u>C/O TEGNA INC.</u> <u>8350 BROAD STREET, SUITE 2000</u> (Street) <u>TYSONS</u> <u>VA</u> <u>22102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEGNA INC</u> [<u>TGNA</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>SVP and Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/15/2025		M		52,148	A	(1)	56,006.448	D	
Common Stock	12/15/2025		F(2)		20,520.238	D	\$19.58	35,486.21	D	
Common Stock								85.193	I	By 401(k) Plan

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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				
Restricted Stock Units	(1)	12/15/2025		M			52,148	(3)	(3)	Common Stock	52,148	\$0	0	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.
2. Represents shares of common stock withheld to satisfy the reporting person's tax obligation upon the making of a Section 83(b) election with respect to the grant of restricted shares of common stock upon the conversion from restricted stock units as described below.
3. The restricted stock units were converted into restricted shares of common stock of the Issuer generally subject to the same terms and conditions, with respect to which the reporting person made a Section 83(b) election, for the purpose of mitigating potential adverse tax consequences under Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended, in connection with the consummation of the transactions contemplated by the Agreement and Plan of Merger, dated August 18, 2025, by and among the Issuer, Nexstar Media Group, Inc. and Teton Merger Sub, Inc.

/s/ Marc S. Sher, attorney-in-fact

12/17/2025

** 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 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.