

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

- Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 26, 2000 or
- Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____

Commission file number 1-6961

GANNETT CO., INC.

(Exact name of registrant as specified in its charter)

Delaware
(state or other jurisdiction of
incorporation or organization)

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

1100 Wilson Boulevard, Arlington, Virginia 22234
(Address of principal executive offices) (Zip Code)

(703) 284-6000
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if
changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

The number of shares outstanding of the issuer's Common Stock, Par Value \$1.00, as of March 26, 2000 was 266,499,524.

PART I. FINANCIAL INFORMATION

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
OPERATIONS

ACQUISITIONS AND DISPOSITIONS

The sale of the assets of the company's cable division for \$2.7 billion was completed on January 31, 2000. Upon closing, an after-tax gain of approximately \$745 million or \$2.69 per diluted share was recognized which, along with the cable segment operating results, are reported as discontinued operations in the company's financial statements.

On March 17, 2000, the company completed the acquisition of WJXX-TV, the ABC affiliate in Jacksonville, Florida. Gannett continues to own and operate WLTV-TV, the NBC affiliate in Jacksonville.

EARNINGS SUMMARY

Operating income from continuing operations for the first quarter of 2000 rose \$60.9 million or 21%. Newspaper publishing earnings were up \$59.8 million or 24% for the quarter, reflecting continued strong classified and national advertising demand, record operating results at USA TODAY, and the positive impact of Newsquest plc, a U.K. based newspaper company acquired in July 1999. Television earnings were up \$0.4 million or 1% for the quarter.

Income from continuing operations for the first quarter rose \$33.0 million or 19%. Earnings per share from continuing operations

was \$0.74 (diluted), up 22%.

After-tax income from the operation of the cable division, which was sold on January 31, 2000, was \$2.4 million, and the after-tax gain from the sale of the cable division was \$744.7 million. In total, discontinued operations contributed \$2.70 per share (diluted). Net income for the quarter was \$3.44 per share (diluted).

NEWSPAPERS

The company completed the acquisition of Newsquest on July 26, 1999, which has a significant impact on operating results comparisons in the first quarter of 2000 versus the first quarter of 1999.

Reported newspaper publishing revenues rose \$172.9 million or 17% in the first quarter, reflecting strong domestic advertising demand and the impact of revenues at the Newsquest properties. Newspaper advertising revenues increased by \$153.2 million or 21%.

The tables below provide, on a pro forma basis, details of newspaper ad revenue, including the newly acquired Newsquest properties, for the first quarter of 2000 and 1999. Advertising lineage and preprint distribution details are also provided below; however, lineage and preprint distribution for Newsquest publications are not included.

Advertising revenue, in thousands of dollars (pro forma)

	2000	1999	% Change
Local	\$231,924	\$234,548	(1)
National	166,331	144,009	16
Classified	359,257	335,613	7
	-----	-----	----
Total Run-of-Press	757,512	714,170	6
Preprint and other advertising	116,277	107,655	8
	-----	-----	----
Total ad revenue	\$873,789	\$821,825	6
	=====	=====	=====

Advertising linage, in thousands of inches, and preprint distribution, in millions (pro forma)

	2000	1999	% Change
Local	7,909	7,992	(1)
National	914	783	17
Classified	11,372	10,409	9
	-----	-----	----
Total Run-of-Press linage	20,195	19,184	5
	=====	=====	=====
Preprint distribution	1,790	1,699	5
	=====	=====	=====

Pro forma newspaper advertising revenues rose 6% for the quarter. Local ad revenues and volume declined by 1%. National ad revenues rose 16% on a volume increase of 17%. Classified ad revenues increased 7% on a volume increase of 9%. Most of the company's newspapers, including USA TODAY, recorded solid gains in advertising revenue. Classified gains were strongest in the employment and real estate categories.

Reported newspaper circulation revenues increased by \$13.7 million or 5% for the first quarter, reflecting the impact of the Newsquest acquisition. Pro forma net paid daily circulation for the company's local newspapers declined by less than 1%. Sunday circulation was lower by 1%. USA TODAY reported an average daily paid circulation of 2,282,072 in the ABC Publisher's statement for the 26 weeks ended March 26, 2000, a 1.5% increase over the comparable period a year ago.

Operating costs for the newspaper segment increased \$113.1 million or 15% for the first quarter, largely due to the added costs from the Newsquest properties. In total, newsprint expense decreased 3%. Newsprint consumption rose 14%, while newsprint prices were significantly lower than in the first quarter of 1999. The company expects newsprint prices to rise modestly, which will result in higher newsprint prices for the second half of 2000 versus the second half of 1999.

Newspaper operating income increased \$59.8 million or 24%, reflecting strong advertising gains throughout the group, particularly in national and classified advertising, very strong operating results at USA TODAY, lower newsprint prices, and the positive impact of the recently acquired Newsquest properties.

TELEVISION

Reported television revenues increased \$5.6 million or 3% for the quarter, while operating costs increased \$5.2 million or 5%. On a pro forma basis, television station revenues increased 2%. Pro forma local revenues decreased 3%, while national revenues increased 11%. Reported television operating income increased \$0.4 million or 1% for the quarter. Television comparisons continue to be impacted by the exchange of Gannett's station in Austin, TX, for a station in Sacramento, CA, plus other consideration, which occurred in June 1999.

On March 17, 2000, the company completed the acquisition of WJXX-TV, the ABC affiliate in Jacksonville, Florida. Gannett continues to own and operate WTLV-TV, the NBC affiliate in Jacksonville. This transaction is not expected to materially affect

the operating results of the company. Gannett Television now consists of 22 television stations reaching 17.4 percent of the U.S. television market.

NON-OPERATING INCOME AND EXPENSE/PROVISION FOR INCOME TAXES

Interest expense increased \$3.6 million or 22% for the quarter, reflecting increased commercial paper borrowings due to the 1999 Newsquest acquisition and 1999 and 2000 share repurchases. This increase, however, was tempered by the pay-down of commercial paper borrowings during the first quarter from proceeds of the sale of the cable division and from operating cash flows. Non-operating expense for the first quarter reflected costs associated with minority investments in internet businesses, net of interest earned from cable sale proceeds invested in marketable securities.

The company's effective income tax rate was 39.6% for the quarter versus 39.8% for the same period last year, reflecting lower state taxes and the diminished impact of the amortization of non-deductible intangible assets.

NET INCOME

Income from continuing operations rose \$33.0 million or 19% for the quarter. Diluted earnings per share from continuing operations rose to \$0.74 from \$0.61 per share, a 22% increase.

Net income including discontinued operations totaled \$950.2 million for the first quarter. Income per share (diluted), including discontinued operations, was \$3.44 for the quarter compared to \$0.64 in 1999. Discontinued operations, including the after-tax gain on the sale of the cable division and the after-tax earnings of cable for the weeks leading up to the sale, totaled \$747.1 million or \$2.70 per diluted share.

The weighted average number of diluted shares outstanding in the quarter totaled 276,207,000, compared to 281,677,000 for the first quarter of 1999. On February 1, 2000, the company announced that its Board approved a new \$500 million share repurchase authorization. On February 23, 2000, having used a substantial portion of that authorization, the Board approved an additional \$500 million for share repurchases. During the first quarter of 2000, the company repurchased approximately 11.7 million shares of common stock at a cost of approximately \$776.4 million. These stock repurchases were partially offset by shares issued upon the exercise of stock options and settlement of stock incentive rights. Exhibit 11 of this Form 10-Q presents the weighted average number of basic and diluted shares outstanding and the earnings per share for each period. Further share repurchases under the Board's authorization have been completed in the second quarter of 2000.

LIQUIDITY AND CAPITAL RESOURCES

The company's consolidated operating cash flow (defined as operating income plus depreciation and amortization of intangible assets) as reported in the accompanying Business Segment Information totaled \$437.9 million for the first three months of 2000, compared with \$362.2 million for the same period of 1999, a 21% increase, reflecting strong overall operating results and the acquisition of Newsquest.

Capital expenditures for the quarter totaled \$44.2 million, compared to \$40.9 million in 1999. The company's debt was reduced by \$1.8 billion during the quarter and cash and marketable securities increased by \$347.2 million, reflecting the use of proceeds from the sale of the cable division. The sale also resulted in significant decreases in the company's excess of acquisition cost over the value of assets acquired and its property, plant and equipment. Current liabilities exceed current assets at the end of the first quarter primarily as a result of income taxes due on the gain from the sale of the cable division that will be paid in the second quarter. This income tax payment is expected to be funded principally from the liquidation of marketable securities and from commercial paper borrowings.

The company's foreign currency translation adjustment, included in accumulated other comprehensive income and reported as part of shareholders' equity, totaled \$1.5 million at the end of the first quarter versus \$14.3 million at the end of 1999, reflecting a

weakening of the British pound against the U.S. dollar since the end of the year. Newsquest's assets and liabilities at March 26, 2000, were translated from British pounds to U.S. dollars at an exchange rate of \$1.59. Newsquest's operating results during the first quarter were translated at the average rate of \$1.60.

The company's regular quarterly dividend of \$0.21 per share was declared in the first quarter of 2000. Dividends declared totaled \$56.8 million. In May 2000, the company also declared a quarterly dividend of \$0.21 per share payable on July 3, 2000.

In May 2000, the company's shareholders approved an amendment to the company's certificate of incorporation to increase the authorized number of shares to 802,000,000 of which 800,000,000 shares shall be common stock and 2,000,000 shares shall be preferred stock, both with a \$1 par value. Refer to Exhibit 3.1 for additional information.

Also in May 2000, the company announced that its board of directors approved an amendment to its Shareholder Rights Plan to extend the expiration date of the Rights to May 31, 2010 and increase the initial exercise price of each Preferred Stock Purchase Right to \$280. Refer to the 8-K filed by the company on May 2, 2000 for additional information.

OTHER MATTERS

In May 2000, the company announced that Douglas H. McCorkindale would succeed John J. Curley as chief executive officer on June 1. Curley will continue as chairman until he retires early next year when he is 62. McCorkindale, who is 60, is president and vice chairman. He will continue to hold those titles until Curley retires when McCorkindale becomes chairman, president and CEO.

CERTAIN FACTORS AFFECTING FORWARD-LOOKING STATEMENTS

Certain statements in the company's 1999 Annual Report to Shareholders, its Annual Report on Form 10-K, and in this Quarterly Report contain forward-looking information. The words "expect," "intend," "believe," "anticipate," "likely," "will" and similar expressions generally identify forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties which could cause actual results and events to differ materially from those anticipated in the forward-looking statements.

Potential risks and uncertainties which could adversely affect the company's ability to obtain these results include, without limitation, the following factors: (a) increased consolidation among major retailers or other events which may adversely affect business operations of major customers and depress the level of local and national advertising; (b) an economic downturn in some or all of the company's principal newspaper or television markets leading to decreased circulation or local, national or classified advertising; (c) a decline in general newspaper readership patterns as a result of competitive alternative media or other factors; (d) an increase in newsprint or syndication programming costs over the levels anticipated; (e) labor disputes which may cause revenue declines or increased labor costs; (f) acquisitions of new businesses or dispositions of existing businesses; (g) a decline in viewership of major networks and local news programming; (h) rapid technological changes and frequent new product introductions prevalent in electronic publishing; and (i) a weakening in the British pound to U.S. dollar exchange rate.

CONSOLIDATED BALANCE SHEETS
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars

	March 26, 2000	Dec. 26, 1999
	-----	-----
ASSETS		
Cash	\$ 59,571	\$ 46,148
Marketable securities	333,757	12
Trade receivables, less allowance (2000 - \$29,288; 1999 - \$30,694)	695,996	800,682
Inventories	99,272	95,014
Prepaid expenses and other receivables	93,727	133,366
	-----	-----
Total current assets	1,282,323	1,075,222
	-----	-----
Property, plant and equipment		
Cost	3,475,861	3,883,912
Less accumulated depreciation	(1,591,080)	(1,660,060)
	-----	-----
Net property, plant and equipment	1,884,781	2,223,852
	-----	-----
Intangible and other assets		
Excess of acquisition cost over the value of assets acquired, less amortization	4,715,355	5,398,227
Investments and other assets	323,702	309,145
	-----	-----
Total intangible and other assets	5,039,057	5,707,372
	-----	-----
Total assets	\$ 8,206,161	\$ 9,006,446
	=====	=====

LIABILITIES & SHAREHOLDERS' EQUITY

Accounts payable and current portion of film contracts payable	\$ 305,756	\$ 348,589
Compensation, interest and other accruals	233,498	271,495
Dividend payable	56,755	58,297
Income taxes	1,180,093	77,553
Deferred income	117,277	127,844
	-----	-----
Total current liabilities	1,893,379	883,778
	-----	-----
Deferred income taxes	363,137	479,547
Long-term debt, less current portion	650,492	2,463,250
Postretirement medical and life insurance liabilities	304,061	304,400
Other long-term liabilities	255,688	245,825
	-----	-----
Total liabilities	3,466,757	4,376,800
	-----	-----
Shareholders' Equity		
Preferred stock of \$1 par value per share. Authorized 2,000,000 shares; issued - none.		
Common stock of \$1 par value per share. Authorized 400,000,000; issued, 324,420,732 shares.	324,421	324,421
Additional paid-in capital	154,413	153,267
Retained earnings	6,398,147	5,504,810
Accumulated other comprehensive income	9,895	25,377
	-----	-----
Total	6,886,876	6,007,875
	-----	-----
Less treasury stock - 57,921,208 shares and 46,494,301 shares respectively, at cost	(2,129,867)	(1,359,263)
Deferred compensation related to ESOP	(17,605)	(18,966)
	-----	-----
Total shareholders' equity	4,739,404	4,629,646
	-----	-----
Total liabilities and shareholders' equity	\$ 8,206,161	\$ 9,006,446
	=====	=====

CONSOLIDATED STATEMENTS OF INCOME
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars (except per share amounts)

	Thirteen weeks ended		% Inc
	March 26, 2000	March 28, 1999	(Dec)
	-----	-----	-----
Net Operating Revenues:			
Newspaper advertising	\$ 873,789	\$ 720,551	21.3
Newspaper circulation	267,062	253,357	5.4
Television	166,789	161,194	3.5
Other	56,803	50,837	11.7
	-----	-----	-----
Total	1,364,443	1,185,939	15.1
Operating Expenses:			
Cost of sales and operating expenses, exclusive of depreciation (1)	700,696	629,881	11.2
Selling, general and administrative expenses, exclusive of depreciation (1)	225,855	193,837	16.5
Depreciation	46,608	42,715	9.1
Amortization of intangible assets	33,766	22,914	47.4
	-----	-----	-----
Total	1,006,925	889,347	13.2
	-----	-----	-----
Operating income	357,518	296,592	20.5
Non-operating income (expense):			
Interest expense	(20,175)	(16,592)	21.6
Other	(1,326)	2,368	--
	-----	-----	-----
Total	(21,501)	(14,224)	51.2
Income before income taxes	336,017	282,368	19.0
Provision for income taxes	133,000	112,400	18.3
	-----	-----	-----
Income from continuing operations	203,017	169,968	19.4
Discontinued operations:			
Income from the operation of discontinued operations, net of tax	2,437	8,925	(72.7)
Gain on sale of cable business, net of tax	744,700		--
	-----	-----	-----
Net income	\$ 950,154	\$ 178,893	--
	=====	=====	=====
Earnings from continuing operations per share-basic	\$0.74	\$0.61	21.8
Earnings from discontinued operations:			
Earnings from the operation of discontinued operations per share-basic	\$0.01	\$0.03	(72.2)
Gains on sale of cable business per share-basic	\$2.72		--
	-----	-----	-----
Net income per share-basic	\$3.47	\$0.64	--
	=====	=====	=====
Earnings from continuing operations per share-diluted	\$0.74	\$0.61	21.8
Earnings from discounted operations:			
Earnings from the operation of discounted operations per share-diluted	\$0.01	\$0.03	(72.2)
Gain on sale of cable business per share-diluted	\$2.69		--
	-----	-----	-----
Net income per share-diluted	\$3.44	\$0.64	--

	=====	=====	=====
Dividends per share	\$0.21	\$0.20	5.0
	=====	=====	=====

(1) Certain 1999 amounts have been reclassified to conform with the current year presentation.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars

	Thirteen weeks ended	
	March 26, 2000	March 28, 1999
	-----	-----
Cash flows from operating activities		
Net income	\$ 950,154	\$ 178,893
Adjustments to reconcile net income to operating cash flows:		
Discontinued operations	(2,437)	(8,925)
Depreciation	46,608	43,435
Amortization of intangibles	33,766	23,262
Deferred income taxes	(116,410)	3,498
Other, net	(491,929)	141,099
	-----	-----
Net cash flow from operating activities	419,752	381,262
	-----	-----
Cash flows from investing activities		
Purchase of property, plant and equipment	(44,224)	(40,918)
Payments for acquisitions, net of cash acquired	(89,384)	(500)
Change in other investments	(12,899)	(5,666)
Proceeds from sale of certain assets	2,714,362	2,500
Collection of long-term receivables	1,900	0
	-----	-----
Net cash provided by (used for) investing activities	2,569,755	(44,584)
	-----	-----
Cash flows from financing activities		
Payment of long-term debt	(1,812,758)	(315,717)
Dividends paid	(58,358)	(55,694)
Cost of common shares repurchased	(776,410)	0
Proceeds from issuance of common stock	5,378	5,782
	-----	-----
Net cash used for financing activities	(2,642,148)	(365,629)
	-----	-----
Effect of currency exchange rate change	(191)	
	-----	-----
Net increase (decrease) in cash and cash equivalents	347,168	(28,951)
Balance of cash and cash equivalents at beginning of year	46,160	66,187
	-----	-----
Balance of cash and cash equivalents at end of first quarter	\$ 393,328	\$ 37,236
	=====	=====

BUSINESS SEGMENT INFORMATION
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars

	Thirteen weeks ended		% Inc
	March 26, 2000	March 28, 1999	(Dec)
	-----	-----	-----
Operating Revenues:			
Newspaper publishing	\$1,197,654	\$1,024,745	16.9
Television	166,789	161,194	3.5
	-----	-----	-----
Total	\$1,364,443	\$1,185,939	15.1
	=====	=====	=====
Operating Income (net of depreciation and amortization):			
Newspaper publishing	\$307,435	\$247,675	24.1
Television	66,127	65,717	0.6
Corporate	(16,044)	(16,800)	4.5
	-----	-----	-----
Total	\$357,518	\$296,592	20.5
	=====	=====	=====
Depreciation and Amortization:			
Newspaper publishing	\$62,289	\$47,697	30.6
Television	16,126	15,708	2.7
Corporate	1,959	2,224	(11.9)
	-----	-----	-----
Total	\$80,374	\$65,629	22.5
	=====	=====	=====
Operating Cash Flow:			
Newspaper publishing	\$369,724	\$295,372	25.2
Television	82,253	81,425	1.0
Corporate	(14,085)	(14,576)	3.4
	-----	-----	-----
Total	\$437,892	\$362,221	20.9
	=====	=====	=====

NOTE:
Operating Cash Flow represents operating income for each of the company's
business segments plus related depreciation and amortization expense.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

March 26, 2000

1. Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with the instructions for Form 10-Q and, therefore, do not include all information and footnotes which are normally included in the Form 10-K and annual report to shareholders. The financial statements covering the 13-week period ended March 26, 2000, and the comparative period of 1999, reflect all adjustments which, in the opinion of the company, are necessary for a fair statement of results for the interim periods.

2. Accounting Standards

In June 1998, SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" was issued. This standard is effective for fiscal periods beginning after June 15, 2000. The adoption of this standard is not expected to have a material effect on the company's results of operations or financial position.

3. Comprehensive Income

SFAS No. 130, "Reporting Comprehensive Income" established standards for reporting comprehensive income. Comprehensive income for the company includes net income, foreign currency translation adjustments and unrealized gains on available-for-sale securities, as defined under SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities". Comprehensive income totaled \$934.7 million for the first quarter. Other comprehensive income relates to foreign currency translation adjustments and unrealized gains on available-for-sale securities, net of tax. The accumulated other comprehensive income was net of a deferred income tax liability of \$6.3 million at March 26, 2000.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The company is not subject to market risk associated with derivative financial instruments or derivative commodity instruments, as the company is not a party to any such instruments. The company believes that its market risk from other financial instruments, such as accounts receivable, accounts payable and debt, is not material. The company is exposed to foreign exchange rate risk primarily due to its acquisition of Newsquest, which uses British pounds as its functional currency which is then translated into U.S. dollars.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

- (a) Exhibits.
See Exhibit Index for list of exhibits filed with this report.
- (b) (i) Current Report on Form 8-K dated February 15, 2000, in connection with the company's sale of its cable business.

SIGNATURES

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 thereunto duly authorized.

GANNETT CO., INC.

Dated: May 4, 2000

By: /s/George R. Gavagan

George R. Gavagan
Vice President and Controller

Dated: May 4, 2000

By: /s/Thomas L. Chapple

Thomas L. Chapple
Senior Vice President, General
Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Exhibit	Location
3-1	Second Restated Certificate of Incorporation of Gannett Co., Inc.	Incorporated by reference to Exhibit 3-1 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 26, 1993 ("1993 Form 10-K"). Amendment incorporated by reference to Exhibit 3-1 to the 1993 Form 10-K. Amendment dated May 2, 2000, attached.
3-2	By-laws of Gannett Co., Inc. (reflects all amendments through September 24, 1997)	Incorporated by reference to Exhibit 3-1 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended September 28, 1997.
4-1	\$1,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-1 to the 1993 Form 10-K.
4-2	Amendment Number One to \$1,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-2 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended June 26, 1994.
4-3	Amendment Number Two to \$1,500,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-3 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 1995.
4-4	Amendment Number Three to \$3,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-4 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended September 29, 1996.
4-5	Indenture dated as of March 1, 1983 between Gannett Co., Inc. and Citibank, N.A., as Trustee.	Incorporated by reference to Exhibit 4-2 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 29, 1985.
4-6	First Supplemental Indenture dated as of November 5, 1986 among Gannett Co., Inc., Citibank, N.A., as Trustee, and Sovran Bank, N.A., as Successor Trustee.	Incorporated by reference to Exhibit 4 to Gannett Co., Inc.'s Form 8-K filed on November 9, 1986.
4-7	Second Supplemental Indenture dated as of June 1, 1995, among Gannett Co., Inc., NationsBank, N.A., as Trustee, and Crestar Bank, as Trustee.	Incorporated by reference to Exhibit 4 to Gannett Co., Inc.'s Form 8-K filed on June 15, 1995.
4-8	Rights Plan.	Incorporated by reference to Exhibit 1 to Gannett Co., Inc.'s Form 8-K filed on May 23, 1990. Amendment incorporated by reference to Gannett Co., Inc.'s Form 8-K filed on May 2, 2000.
4-9	Amendment Number Four to \$3,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-9 to Gannett Co., Inc.'s Form 10-Q filed on August 12, 1998.
10-1	Employment Agreement dated December 7, 1992 between Gannett Co., Inc. and John J. Curley.*	Incorporated by reference to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 27, 1992 ("1992 Form 10-K").
10-2	Employment Agreement dated December 7, 1992 between	Incorporated by reference to the 1992 Form 10-K.

10-3	Gannett Co., Inc. 1978 Executive Long-Term Incentive Plan*	Incorporated by reference to Exhibit 10-3 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 28, 1980. Amendment No. 1 incorporated by reference to Exhibit 20-1 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 27, 1981. Amendment No. 2 incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 25, 1983. Amendments Nos. 3 and 4 incorporated by reference to Exhibit 4-6 to Gannett Co., Inc.'s Form S-8 Registration Statement No. 33-28413 filed on May 1, 1989. Amendments Nos. 5 and 6 incorporated by reference to Exhibit 10-8 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 1989. Amendment No. 7 incorporated by reference to Gannett Co., Inc.'s Form S-8 Registration Statement No. 333-04459 filed on May 24, 1996. Amendment No. 8 incorporated by reference to Exhibit 10-3 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 28, 1997. Amendment dated December 9, 1997, incorporated by reference to Gannett Co., Inc.'s 1997 Form 10-K. Amendment No. 9 incorporated by reference to Exhibit 10-3 to Gannett Co., Inc.'s Form 10-Q for the quarter ended June 27, 1999.
10-4	Description of supplemental insurance benefits.*	Incorporated by reference to Exhibit 10-4 to the 1993 Form 10-K.
10-5	Gannett Co., Inc. Supplemental Retirement Plan, as amended.*	Incorporated by reference to Exhibit 10-5 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 26, 1999.
10-6	Gannett Co., Inc. Retirement Plan for Directors.*	Incorporated by reference to Exhibit 10-10 to the 1986 Form 10-K. 1991 Amendment incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 29, 1991. Amendment to Gannett Co., Inc. Retirement Plan for Directors dated October 31, 1996, incorporated by reference to Exhibit 10-6 to the 1996 Form 10K.
10-7	Amended and Restated Gannett Co., Inc. 1987 Deferred Compensation Plan.*	Incorporated by reference to Exhibit 10-1 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended September 29, 1996. Amendment No. 5 incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 28, 1997. Amendment No. 2 to January 1, 1997 Restatement incorporated by reference to Exhibit 10-7 to Gannett Co., Inc.'s Form 10-Q for the quarter ended June 27, 1999.
10-8	Gannett Co., Inc. Transitional Compensation Plan.*	Incorporated by reference to Exhibit 10-13 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 30, 1990.
11	Statement re computation of earnings per share.	Attached.
27	Financial Data Schedules.	Attached.

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.

* Asterisks identify management contracts and compensatory plans or arrangements.

CERTIFICATE OF SECOND AMENDMENT
OF THE
SECOND RESTATED CERTIFICATE OF
INCORPORATION
OF
GANNETT CO., INC.

The undersigned, being the Vice Chairman and President of Gannett Co., Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies that a second amendment of the Second Restated Certificate of Incorporation of the Corporation has been duly adopted by the Board of Directors and the Stockholders of the Corporation, in accordance with Section 242 of the Delaware General Corporation Law, as follows:

Article "FOURTH" is amended to read in its entirety as follows:

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Eight Hundred Two Million (802,000,000) shares of which Eight Million (800,000,000) shares shall be Common Stock of the par value of One Dollar (\$1.00) per share and Two Million (2,000,000) shares shall be Preferred Stock of the par value of One Dollar (\$1.00) per share. A statement of the designations of the authorized classes of stock or of any series thereof, and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, or of the authority of the Board of Directors to fix by resolution or resolutions such designations and other terms, is as follows:

A. Preferred Stock. The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby vested with authority to fix by resolution or resolutions the designation of each series of Preferred Stock and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including without limiting the generality of the foregoing, such provisions as may be desired concerning the dividend rights, the dividend rate, conversion rate, conversion rights, voting rights, rights in terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law of Delaware; and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

B. Common Stock. Subject to all of the preferences and rights of the Preferred Stock or a series thereof that may be fixed by a resolution or resolutions of the Board of Directors, (i) dividends may be paid on the Common Stock of the Corporation as and when declared by the Board of Directors, out of funds of the Corporation legally available for the payment of such dividends, and (ii) each share of the Common Stock of the Corporation will be entitled to one vote on all matters on which such stock is entitled to vote.

IN WITNESS WHEREOF, the undersigned has subscribed this Certificate by order of the Board of Directors of the Corporation and hereby affirms under penalties of perjury that the facts stated herein are true this 2nd day of May, 2000.

/s/Douglas H. McCorkindale

Douglas H. McCorkindale
Vice Chairman and President

ATTEST:

/s/Thomas L. Chapple

Thomas L. Chapple
Secretary

CALCULATION OF EARNINGS PER SHARE
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars (except per share amounts)

	Thirteen weeks ended	
	March 26, 2000	March 28, 1999
	-----	-----
Basic earnings:		
Income from continuing operations	\$203,017	\$169,968
Discontinued operations:		
Earnings from operation of cable business	\$2,437	\$8,925
Gain on sale of cable business	\$744,700	\$0
Net income	\$950,154	\$178,893
Weighted average number of common shares outstanding	273,958	279,314
Earnings from continuing operations per share-basic	\$0.74	\$0.61
Earnings from the operation of cable business per share-basic	\$0.01	\$0.03
Gains on sale of cable business per share-basic	\$2.72	\$0.00
Basic earnings per share	\$3.47	\$0.64
Diluted earnings:		
Income from continuing operations	\$203,017	\$169,968
Discontinued operations:		
Earnings from operation of cable business	\$2,437	\$8,925
Gain on sale of cable business	\$744,700	\$0
Net income	\$950,154	\$178,893
Weighted average number of common shares outstanding	273,958	279,314
Dilutive effect of outstanding stock options and stock incentive rights	2,249	2,363
Weighted average number of shares outstanding, as adjusted	276,207	281,677
Earnings from continuing operations per share-diluted	\$0.74	\$0.61
Earnings from the operation of cable business per share-diluted	\$0.01	\$0.03
Gains on sale of cable business per share-diluted	\$2.69	\$0.00
Diluted earnings per share	\$3.44	\$0.64

This schedule contains summary financial information extracted from the consolidated balance sheets and statements of income for Gannett Co., Inc. and is qualified in its entirety by reference to such financial statements.

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3-MOS	DEC-31-2000	
	DEC-27-1999	
	MAR-26-2000	
		59,571
		333,757
		725,284
		29,288
		99,272
	1,282,323	
		3,475,861
	1,591,080	
	8,206,161	
1,893,379		
		0
		324,421
	0	
		0
		4,414,983
8,206,161		
		1,364,443
	1,364,443	
		700,696
		1,006,925
		1,326
		0
	20,175	
		336,017
		133,000
203,017		
		747,137
		0
		0
		950,154
		3.47
		3.44

This schedule contains summary financial information extracted from the consolidated balance sheets and statements of income for Gannett Co., Inc. and is qualified in its entirety by reference to such financial statements.

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3-MOS	DEC-26-1999	
	DEC-28-1998	
	MAR-28-1998	
		37,224
		12
		627,441
		18,003
		87,603
		806,205
		3,705,766
		1,652,178
		6,847,262
	765,317	
		0
		324,421
	0	
		0
		3,786,986
6,847,262		
		1,185,939
	1,185,939	
		629,881
		889,347
		(2,368)
		0
		16,592
		282,368
		112,400
	169,968	
		8,925
		0
		0
		178,893
		0.64
		0.64

