
**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): October 1, 2014

GANNETT CO., INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-6961
(Commission
File Number)

16-0442930
(IRS Employer
Identification No.)

7950 Jones Branch Drive, McLean, Virginia 22107-0910
(Address of Principal Executive Offices) (Zip Code)

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

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 (see General Instruction A.2. below):

- 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 2.01. Completion of Acquisition or Disposition of Assets

Completion of Acquisition

On October 1, 2014 (the “Closing Date”), Gannett Co., Inc. (the “Company”) completed the previously announced acquisition contemplated in the Unit Purchase Agreement, dated August 5, 2014 (the “Purchase Agreement”), by and among the Company, Classified Ventures, LLC (“CV”) and the unitholders of CV party thereto. Pursuant to the Purchase Agreement, the Company acquired the remaining 73.1% of the outstanding membership interests of CV that it did not already own, resulting in 100% ownership of CV (the “Acquisition”). CV owns and operates the Cars.com website, which offers extensive local and national automotive listings through its website and 150+ online media partners. In connection with the Acquisition, each of the newspapers of the sellers and related parties entered into a new affiliation agreement with CV.

At the effective time (the “Effective Time”) of the Acquisition, the Company paid each seller such seller’s pro rata share of the purchase price, as adjusted pursuant to the Purchase Agreement. The total cash consideration for the Acquisition was approximately \$1.8 billion.

A copy of the press release announcing the completion of this transaction is filed as an exhibit to this Form 8-K.

Financing Arrangements

The source of the aggregate purchase price paid by the Company in the Acquisition consisted of the net proceeds from the sale of Gannett’s \$350 million aggregate principal amount of 4.875% Senior Notes due 2021 and \$325 million aggregate principal amount of 5.500% Senior Notes due 2024, plus available cash and borrowings under its credit agreement.

The description of the Acquisition and the Purchase Agreement contained in this Item 2.01 does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which was filed as Exhibit 2.1 to Gannett’s Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on August 5, 2014 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure

On October 1, 2014, Gannett issued a news release, a copy of which is furnished herewith as Exhibit 99.1 and is incorporated herein by reference, announcing the completion of the Acquisition.

References to Gannett’s website in the news release do not incorporate by reference the information on such website into this Current Report on Form 8-K, and Gannett disclaims any such incorporation by reference. The information in the news release attached as Exhibit 99.1 is incorporated by reference into this Item 7.01 in satisfaction of the public disclosure requirements of Regulation FD. This information is “furnished” and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, and is not otherwise subject to the liabilities of that section. It may be incorporated by reference in another filing under the Securities Exchange Act of 1934 or the Securities Act of 1933 only if and to the extent such subsequent filing specifically references the information incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are filed or furnished, as appropriate, as part of this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release of Gannett Co., Inc. dated October 1, 2014 (furnished herewith).
2.1	Unit Purchase Agreement, dated as of August 5, 2014, by and among Gannett Co., Inc., Classified Ventures, LLC, the unitholders of Classified Ventures, LLC (the "Sellers"), certain subsidiaries of the Sellers, Gannett Satellite Information Network, Inc., and Belo Ventures, Inc. (incorporated by reference to Exhibit 2.1 to Gannett's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on August 5, 2014).

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 hereunto duly authorized.

Date: October 1, 2014

GANNETT CO., INC.

By: /s/ Todd A. Mayman

Name: Todd A. Mayman

Title: Senior Vice President, General Counsel
and Secretary

INDEX TO EXHIBITS

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GANNETT | NEWS RELEASE**FOR IMMEDIATE RELEASE**

October 1, 2014

Gannett Completes Acquisition of Remaining 73% Interest in Cars.Com**Rapidly Growing Business Doubles Gannett's Digital Portfolio****Announces October 29th Investor Meeting Focused on Company's Digital Portfolio**

McLEAN, VA – Gannett Co., Inc. (NYSE: GCI) today completed its previously announced acquisition of the remaining 73% interest in Classified Ventures LLC, which owns Cars.com, for \$1.8 billion.

With approximately 30 million monthly visits, Cars.com is a leading independent research site for car shoppers, providing credible and easy-to-understand information from consumers and experts. A truly unique and rapidly-growing business, Cars.com serves as the foundation for digital operations at many car dealerships across the country and helps marketers solve a wide range of digital marketing issues. Acquiring full ownership of Cars.com doubles Gannett's digital portfolio, further accelerates the company's digital transformation and expands its leading position in local media and marketing services in the automotive sector – the largest and most important vertical for local marketing and advertising revenue.

Gracia Martore, president and chief executive officer, said, “We are thrilled to be the sole owner of Cars.com – a business that we know extremely well, and one with terrific growth characteristics. Since its inception in 1998, Cars.com has evolved from a business that simply supported the publishing markets of its owners into a strong, stand-alone digital business serving approximately 20,000 dealers and generating estimated pro forma 2014 revenue of approximately \$535 million. Additionally, from 2006 to 2013, Cars.com revenue grew at a compound annual growth rate (CAGR) of almost 20%, while EBITDA increased at a CAGR of almost 40% over the same period. Cars.com is a company with an outstanding product suite and a keen ability to listen to its customers and deliver innovations that set it apart – both of which have contributed to this tremendous growth.”

Martore continued, “With full ownership of Cars.com, we will be able to drive even faster growth as marketers and advertisers continue to shift more of their spending toward digital solutions. This acquisition represents another pivotal step in our ongoing transformation, positioning us well for Gannett's planned separation into two publicly-traded companies, which is expected to be completed in mid-2015.”

Gannett also announced today that it will host an investor meeting focused on its newly expanded digital portfolio, which includes Cars.com, as well as CareerBuilder. The event will be held from 9:00 a.m. to 11:00 a.m. (ET), October 29, 2014 at The Parker Meridien in New York City and will be webcast. To listen to the live webcast, access the company's web site, www.gannett.com, and click on the link to the webcast. The webcast will be archived in the “Investor Relations” section of the company's web site.

Greenhill & Co. and Citigroup acted as financial advisors and Nixon Peabody LLP served as legal advisor on the transaction.

About Gannett

Gannett Co., Inc. (NYSE: GCI) is an international media and marketing solutions company that informs and engages more than 110 million people every month through its powerful network of broadcast, digital, mobile and publishing properties. Our portfolio of trusted brands offers marketers unmatched local-to-national reach and customizable, innovative marketing solutions across any platform. Gannett is committed to connecting people – and the companies who want to reach them – with their interests and communities. For more information, visit www.gannett.com.

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