

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: July 2, 1999

GANNETT CO., INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-6961 (Commission File Number)	16-0442930 (IRS Employer Identification No.)
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1100 Wilson Boulevard, Arlington, Virginia 22234  
(Address of principal executive offices)(Zip Code)

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

ITEM 5. OTHER EVENTS

On June 24, 1999, Gannett U.K. Limited ("Gannett UK"), a newly formed wholly-owned subsidiary of Gannett Co., Inc. ("Gannett"), made a cash offer to acquire the entire issued and to be issued share capital of Newsquest plc ("Newsquest"). Pursuant to the Offer, Newsquest shareholders may elect to receive 460 pence (US \$7.24) in cash or Loan Notes for each of 200.4 million fully diluted shares, for a total price of approximately 922 million pounds sterling (US \$1.5 billion). Gannett UK will also assume Newsquest's existing debt. The purchase is to be financed principally by commercial paper borrowings, existing facilities, U.S. public debt markets and/or operating cash flow.

Newsquest's principal activities are publishing and printing regional and local newspapers in the United Kingdom with a portfolio that includes 63 paid-for daily and weekly newspapers and 120 free weekly newspapers. For the 53 weeks ended January 3, 1999, Newsquest reported revenues of 305.8 million pounds sterling (US \$507.6 million) and operating income of 81.4 million pounds sterling (US \$135.0 million).

Gannett UK has received irrevocable undertakings to accept the Offer from the two largest shareholders and the executive directors of Newsquest and other valid acceptances under the Offer, altogether representing approximately 51.8% of Newsquest's issued shares. Gannett UK has also acquired Newsquest plc shares through market purchases, representing approximately 1.35% of Newsquest's issued shares.

Prior to its execution, the Offer was approved by the Board of Directors of Gannett UK, and the Board of Directors of Newsquest plc was of the unanimous view that it was in the best interests of Newsquest and its shareholders to put the Offer forward for consideration by all shareholders. The consummation of the acquisition is subject, among other things, to Gannett UK receiving tendered shares of at least 80% of the shares outstanding at the offer date or such lower percentage as Gannett UK may decide. Closing is expected to occur by the end of the third quarter of 1999.

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: July 2, 1999

By: /s/George R. Gavagan  
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George R. Gavagan  
Vice President and Controller