

**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):  
June 21, 2022**

**TEGNA INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-6961**  
(Commission  
File Number)

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

**8350 Broad Street, Suite 2000, Tysons,  
Virginia**  
(Address of principal executive offices)

**22102-5151**  
(Zip Code)

**(703) 873-6600**  
(Registrant's telephone number, including area code)

**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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock</b>	<b>TGNA</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 21, 2022, TEGNA Inc. (the “Company”) held the Company’s 2022 Annual Meeting of Shareholders (the “Annual Meeting”). Set forth below are each of the matters submitted to a vote of the Company’s shareholders at the Annual Meeting, and the certified voting results reported by the inspector of election, Computershare (“Computershare”).

As of the close of business on May 3, 2022, the record date for the Annual Meeting, 222,851,731 shares of the Company’s common stock, par value \$1.00 per share (the “Common Stock”), were outstanding and entitled to vote. Based on the tabulation of the voting results from Computershare, 191,843,975 shares of Common Stock were voted in person or by proxy at the Annual Meeting, representing 86.09% percent of the shares of Common Stock entitled to be voted.

The tabulation of the voting results from Computershare for the matters submitted to a vote at the Annual Meeting is as follows:

## (1) Election of Directors

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>
Gina L. Bianchini	174,114,603	1,880,280
Howard D. Elias	172,571,504	3,348,277
Stuart J. Epstein	175,221,205	695,987
Lidia Fonseca	174,685,412	1,254,366
Karen H. Grimes	174,077,656	1,895,946
David T. Lougee	174,326,309	1,520,097
Scott K. McCune	172,566,684	3,362,758
Henry W. McGee	173,983,645	1,901,225
Bruce P. Nolop	175,205,204	673,572
Neal Shapiro	172,648,511	3,240,231
Melinda C. Witmer	174,690,230	1,272,558

## (2) Ratification of Appointment of Independent Registered Public Accounting Firm

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
190,516,455	469,968	857,552

## (3) Approval, on an Advisory Basis, of the Compensation of the Company’s Named Executive Officers

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
170,939,974	4,741,546	1,368,394	14,794,062

## (4) Approval of a Shareholder proposal regarding Shareholder Right to Call a Special Shareholder Meeting

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
98,569,037	77,310,103	1,170,773	14,794,062

**Item 8.01. Other Events.**

On June 21, 2022, the Company issued a press release confirming the election of its directors at the Annual Meeting based on a preliminary vote count. A copy of the Company’s press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

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**Item 9.01. Financial Statements and Exhibits.**

Exhibit No.	Description
99.1	<a href="#">Press Release of TEGNA Inc., dated June 21, 2022.</a>
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

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: June 24, 2022

TEGNA Inc.

By: /s/ Akin S. Harrison  
Akin S. Harrison  
Senior Vice President and General Counsel

# TEGNA

## FOR IMMEDIATE RELEASE

June 21, 2022

### **TEGNA Shareholders Re-elect Board Members and Approve Say on Pay Proposal at Annual Meeting**

Tysons, Va. – Shareholders of TEGNA Inc. (NYSE: TGNA) today approved the re-election of Board members, ratified the appointment of PricewaterhouseCoopers LLP and approved an advisory resolution on the compensation of the company's named executive officers. Shareholders also voted in favor of a shareholder proposal to amend appropriate company governing documents to give the owners of a combined 10% of TEGNA's outstanding common stock the power to call a special shareholder meeting.

TEGNA shareholders re-elected Board Chairman Howard D. Elias, president and CEO Dave Lougee, Gina L. Bianchini, Stuart Epstein, Lidia Fonseca, Karen Grimes, Scott K. McCune, Henry W. McGee, Bruce P. Nolop, Neal Shapiro and Melinda C. Witmer to the Board of Directors at the company's annual meeting held this morning. Directors will serve one-year terms ending at TEGNA's 2023 Annual Meeting of Shareholders. Susan Ness retired from TEGNA's Board of Directors effective today after serving for nearly 11 years.

TEGNA's shareholders also ratified the appointment of PricewaterhouseCoopers LLP as the company's independent registered accounting firm for the 2022 fiscal year and approved an advisory resolution on the compensation of the company's named executive officers reported in the company's 2022 proxy statement.

### **About TEGNA**

TEGNA Inc. (NYSE: TGNA) is an innovative media company that serves the greater good of our communities. Across platforms, TEGNA tells empowering stories, conducts impactful investigations and delivers innovative marketing solutions. With 64 television stations in 51 U.S. markets, TEGNA is the largest owner of top 4 network affiliates in the top 25 markets among independent station groups. TEGNA also owns leading multicast networks True Crime Network, Twist and Quest. TEGNA offers innovative solutions to help businesses reach consumers across television, digital and over-the-top (OTT) platforms, including Premion, TEGNA's OTT advertising service. For more information, visit [www.TEGNA.com](http://www.TEGNA.com).

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