## **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):

April 12, 2005

## **GANNETT CO., INC.**

(Exact name of registrant as specified in charter)

**Delaware** 

1-6961

16-0442930

(State or Other Jurisdiction of Incorporation or Organization of Registrant)

(Commission File Number)

(I.R.S. Employer Identification No.)

7950 Jones Branch Drive, McLean, Virginia

22107-0910

(Address of principal executive offices)

(Zip Code)

(703) 854-6000

(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))

## Item 2.02 Results of Operations and Financial Condition.

On April 12, 2005, Gannett Co., Inc. reported its consolidated financial results for the first quarter ended March 27, 2005. On April 12, 2005, the company also issued a press release announcing the company's statistical report for the period and quarter ended March 27, 2005. Copies of these press releases are furnished with this report as exhibits.

## SIGNATURE

Pursuant to 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.

Gannett Co., Inc.

Date: April 12, 2005 By: /s/Gracia C. Martore

Gracia C. Martore Senior Vice President and Chief Financial Officer

## INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Gannett Co., Inc. Earnings Press Release dated April 12, 2005.
99.2	Gannett Co., Inc. Statistical Report Press Release dated April 12, 2005.

## **Gannett Co., Inc. Reports First Quarter Results**

McLEAN, VA - Gannett Co., Inc. (NYSE: GCI) reported today that 2005 first quarter earnings per diluted share, on a GAAP (generally accepted accounting principles) basis increased 5.0 percent to \$1.05, a new record. In 2004's first quarter, Gannett earned \$1.00 per diluted share on a GAAP basis.

Total operating revenues for the company increased 3.6 percent to \$1.79 billion in the quarter from \$1.73 billion in the similar interval in 2004. Operating cash flow (defined as operating income plus depreciation and amortization) rose 2.6 percent to \$520.2 million from \$507.2 million in the year earlier quarter. Net income was \$265.7 million in the first quarter of 2005 versus \$274.4 million in the same quarter of last year.

Average diluted shares outstanding in the first quarter totaled 254,270,000 compared with 275,507,000 in 2004's first quarter. Approximately 5.3 million shares were repurchased during the quarter.

Commenting on the company's performance, Douglas H. McCorkindale, Chairman, President and CEO said: "We are pleased to announce another quarter of operating revenue, cash flow and earnings per share growth. Our newspaper segment generated solid revenue growth for the full quarter despite much softer advertising demand at the end of March reflecting, in part, the impact of an earlier Easter this year and tougher comparisons as the quarter progressed. USA TODAY posted strong results in both print and online. Our broadcasting segment results were affected by a substantially lower level of political advertising and the absence of the Super Bowl on our six CBS affiliates. Higher newsprint and interest expense and certain employee benefit costs also tempered the company's results."

#### **NEWSPAPERS**

Newspaper results in the quarter include NurseWeek acquired in February 2004. Total newspaper segment operating cash flow increased 5.4 percent to \$466.6 million in the first quarter, versus \$442.8 million in the same quarter of 2004. Operating revenues were \$1.63 billion for the quarter, a 4.3 percent increase year-over-year. Assuming Gannett had owned the same group of newspapers in both the full first quarter of 2005 and 2004, advertising revenues would have increased 4.9 percent. On a comparable basis, local advertising revenues were 6.1 percent higher, and both classified and national ad revenues advanced 4.1 percent. Reported newsprint expense increased 4.3 percent in the quarter reflecting higher prices mitigated by lower usage.

At USA TODAY, advertising revenues increased 4.8 percent in the first quarter. Paid advertising pages totaled 1,101 compared with 1,099 in 2004's first quarter.

#### **BROADCASTING**

Broadcasting segment results in the quarter include Captivate Network Inc. acquired in April 2004. Broadcasting revenues totaled \$164.6 million for the quarter, a 2.9 percent decline from the first quarter in 2004. Broadcasting operating cash flow declined 13.8 percent to \$66.4 million from \$77.0 million in the year ago quarter.

Excluding Captivate, in the first quarter of 2005, television operating cash flow declined 12.7 percent and revenues fell 5.1 percent. The television group's performance reflected, in part, the absence of political and Super Bowl advertising.

#### **NON-OPERATING ITEMS**

Interest expense for the first quarter was \$44.9 million compared to \$31.8 million in the same quarter of 2004. The increase is due to both higher short-term interest rates, and higher debt balances related to share repurchase activity and acquisitions. Other non-operating expense in both 2004 and 2005 primarily reflects non-operating charges for minority interest and Internet investments in part offset by investment income. In addition, in the first quarter of 2004, the company recorded a non-monetary gain from a newspaper exchange which was reflected in non-operating income.

During the first quarter, the company announced that it had acquired a 25 percent equity interest in Topix.net, a content aggregation service that continuously monitors breaking news and categorizes daily news content.

Subsequent to the end of the quarter, the company completed the acquisition of the assets of HomeTown Communications Network, Inc., a community publishing company with publications in Michigan, Ohio and Kentucky.

At the end of the quarter, Gannett had more than 100 domestic publishing Web sites, including USATODAY.com, one of the most popular newspaper sites on the Web. The company also had Web sites in all of its 19 television markets. In February, Gannett's consolidated domestic Internet audience share was 18.7 million unique visitors reaching about 12.7 percent of the Internet audience according to Nielsen//NetRatings. Newsquest is also an Internet leader in the UK where its network of Web sites attracts more than 38.0 million monthly page impressions from more than 3.6 million unique users.

All references in this release to "comparable" revenue results and "operating cash flow" are to non-GAAP financial measures. Management believes that this use allows management and investors to analyze and compare the Company's results in a more

meaningful and consistent manner. A reconciliation of the non-GAAP operating cash flow amounts to the Company's consolidated statements of income is attached.

As previously announced, the company will hold an earnings conference call at 10:00 a.m. ET today. The call can be accessed via a live Webcast through the Investor Relations section of the company's Web site, www.gannett.com, or listen-only conference lines. U.S. callers should dial 1-888-578-6632 and international callers should dial 1-719-955-1564 at least 10 minutes prior to the scheduled start of the call. The confirmation code for the conference call is 3828904. To access the replay, dial 1-888-203-1112 in the U.S. International callers should use the number 1-719-457-0820. The confirmation code for the replay is 3828904. Materials related to the call will be available through the Investor Relations section of the company's Web site Tuesday morning.

Gannett Co., Inc. is a leading international news and information company that publishes 102 daily newspapers in the USA, including USA TODAY, the nation's largest-selling daily newspaper. The company also owns more than 800 non-daily publications in the USA and USA WEEKEND, a weekly newspaper magazine. Gannett subsidiary Newsquest is the United Kingdom's second largest regional newspaper company. Newsquest publishes more than 300 titles, including 17 daily newspapers, and a network of prize-winning Web sites. Gannett also operates 21 television stations in the United States and is an Internet leader with sites sponsored by its TV stations and newspapers including USATODAY.com, one of the most popular news sites on the Web.

Certain statements in this press release may be forward looking in nature or "forward looking statements" as defined in the Private Securities Litigation Reform Act of 1995. The forward looking statements contained in this press release are subject to a number of risks, trends and uncertainties that could cause actual performance to differ materially from these forward looking statements. A number of those risks, trends and uncertainties are discussed in the company's SEC reports, including the company's annual report on Form 10-K and quarterly reports on Form 10-Q. Any forward looking statements in this press release should be evaluated in light of these important risk factors.

Gannett is not responsible for updating the information contained in this press release beyond the published date, or for changes made to this press release by wire services, Internet service providers or other media.

For investor inquiries, contact: For media inquiries, contact:

Jeffrey Heinz Tara Connell

Director, Investor Relations Vice President of Corporate Communications

703-854-6917 703-854-6049

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Net Operating Revenues:	Thirteen w Mar. 27, 2005	weeks ended Mar. 28, 2004	% Inc (Dec)
Newspaper advertising Newspaper circulation Broadcasting Other	\$ 1,217,379 313,739 164,557 96,422	\$ 1,156,011 312,389 169,458 91,826	5.3 0.4 (2.9) 5.0
Total		1,729,684	3.6
Operating Expenses: Cost of sales and operating expenses, exclusive of depreciation		939,448	3.7
Selling, general and administrative expenses, exclusive of depreciation Depreciation Amortization of intangible	297,470 60,903	283,030 58,974	5.1 3.3
assets	3,805	2,383	59.7 
Total	1,336,603		4.1
Operating income	455,494	445,849	2.2
Non-operating income (expense):			
Interest expense Other	(44,938) (10,919)	2,850	41.4
Total	(55,857)		93.0
Income before income taxes Provision for income taxes	399,637 133,900	416,908 142,500	(4.1) (6.0)
Net income	\$ 265,737 ======	\$ 274,408 =======	(3.2)
Net income per share-basic	\$1.05 ====	\$1.01 =====	4.0 =====
Net income per share-dilute	d \$1.05 ====	\$1.00 ====	5.0 =====
Dividends per share	\$0.27 ====	\$0.25 ====	8.0 =====

Broadcasting includes results from the company's 21 television stations and Captivate Network, Inc. Captivate is a national news and entertainment network which delivers programming and full motion video advertising through wireless digital video screens in elevators of premier office towers. Captivate was acquired in early April 2004.

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

	Mar	Thirteen v . 27, 2005	 	% Inc (Dec)
Net Operating Revenues: Newspaper publishing Broadcasting	\$	1,627,540 164,557	\$ 1,560,226 169,458	4.3 (2.9)
Total	\$	1,792,097	\$ 1,729,684	3.6
Operating Income (net of depreciation and amortization): Newspaper publishing Broadcasting	\$	413,556 58,683	\$ 392,265 70,158	5.4 (16.4)

Corporate		(16,745)		(16,574)	(1.0)
Total	\$	455,494	\$	445,849	2.2
Depreciation and Amortization:	===:	=======	====	======	=====
Newspaper publishing	\$	53,019	\$	50,538	4.9
Broadcasting		7,700		6,881	11.9
Corporate		3,989		3,938	1.3
Total	\$	64,708	\$	61,357	5.5
	====	=======	====	=======	=====
Operating Cash Flow:					
Newspaper publishing	\$	466,575	\$	442,803	5.4
Broadcasting		66,383		77,039	(13.8)
Corporate		(12,756)		(12,636)	(0.9)
Total	\$	520,202	\$	507,206	2.6
10041	===:	========	===:	=======	=====

Broadcasting includes results from the company's 21 television stations and Captivate Network, Inc. Captivate is a national news and entertainment network which delivers programming and full motion video advertising through wireless digital video screens in elevators of premier office towers. Captivate was acquired in early April 2004.

Operating Cash Flow represents operating income for each of the company's business segments plus related depreciation and amortization expense. See attachment for reconciliation of amounts to the Consolidated Statements of Income.

NON-GAAP FINANCIAL INFORMATION Gannett Co., Inc. and Subsidiaries Unaudited, in thousands of dollars

"Operating Cash Flow", a non-GAAP measure, is defined as operating income plus depreciation and amortization of intangible assets.

Management believes that the use of this measure allows investors and management to measure, analyze and compare the cash resources generated from its business segment operations in a meaningful and consistent manner. The focus on operating cash flow is appropriate given the consistent and generally predictable strength of cash flow generation by newspaper and television operations, and the short period of time it takes to convert new orders to cash.

A reconciliation of these non-GAAP amounts to the company's operating income, which the company believes is the most directly comparable financial measure calculated and presented in accordance with GAAP on the company's consolidated statements of income, follows:

Thirteen weeks ended Mar. 27, 2005

	==:	======	===	======	=======	===	=======
Operating Income	\$	413,556	\$	58,683	\$ (16,745)	\$	455,494
Amortization		(3,559)		(246)	-		(3,805)
Less: Depreciation		(49,460)		(7,454)	(3,989)		(60,903)
cash flow	\$	466,575	\$	66,383	\$ (12,756)	\$	520,202
Operating							
		ewspaper blishing	Bro	adcasting	Corporate		solidated Total
	N	owenanar				Con	hatchilna

Thirteen weeks ended Mar. 28, 2004

Newspaper			Consolidated
Publishing	Broadcasting	Corporate	Total

cash flow Less:	\$ 442,803	\$ 77,039	\$ (12,636)	\$ 507,206
Depreciation Amortization	(48,155) (2,383)	(6,881)	(3,938)	(58,974) (2,383)
711101 612461011	 (2,000)	 		 (2,000)
Operating Income	\$ 392,265	\$ 70,158	\$ (16,574)	\$ 445,849

## Gannett Co., Inc. Releases March Statistical Report

McLEAN, VA - Gannett Co., Inc. (NYSE: GCI) reported today that total pro forma operating revenues for the third period ended March 27, 2005 increased 2.7 percent, benefiting from solid local and classified advertising in its newspaper segment offset by lower revenues from its broadcasting segment. For comparison purposes, the continued increase in the exchange rate of Sterling year-over-year affected results for the company's UK operations. If the exchange rate had remained constant year-over-year, total pro forma operating revenues would have increased 1.9 percent for the period.

#### March

Pro forma (assuming that all properties presently owned were owned in both periods) newspaper advertising revenues in March increased 4.2 percent compared with the third period in 2004 on a 2.8 percent decline in ROP volume and a 2.1 percent increase in preprint distribution. If the exchange rate had remained constant year-over-year, total pro forma newspaper advertising revenues would have been 3.3 percent higher. Newspaper advertising category results in part reflect the impact of an earlier Easter this year. As in the past, we recommend combining March and April results for comparison purposes.

Pro forma local advertising revenues advanced 6.4 percent on a 1.5 percent decrease in ROP ad volume in March. The performance of the company's small and medium-sized advertisers in its domestic newspapers outpaced the revenue performance of its largest advertisers. In the U.S., across all products, local ad revenue gains were achieved in the department store, grocery, health and telecommunications categories while the furniture, entertainment and financial categories lagged last year's comparable period. On a constant currency basis, pro forma local advertising would have advanced 5.8 percent.

Pro forma classified revenues rose 2.7 percent in the third period on a 3.3 percent decline in ROP ad volume. On a constant currency basis, pro forma classified revenues would have been up 1.2 percent for March. Employment revenues increased 4.9 percent, real estate revenues were up less than 1.0 percent and automotive revenues declined 4.2 percent compared to last year's third period. Classified results in our domestic newspapers were stronger than in the UK. On a constant currency basis, employment would have increased 3.1 percent, while real estate and automotive revenues would have declined 1.1 percent and 5.1 percent, respectively.

Pro forma national advertising revenues in March were 2.9 percent higher on a 5.9 percent decline in ad volume. National volume at the company's local domestic newspapers was 6.2 percent lower in the period. Newsquest experienced higher national ad revenues in the period. While our revenue statistics include Newsquest's results, their ad volume is not included in the linage numbers.

At USA TODAY, advertising revenues were 6.9 percent higher on a 2.1 percent decline in paid ad pages to 373 from 381. For comparison purposes, USA TODAY's ad revenues and paid pages were up 24.9 percent and 15.8 percent, respectively, in March of 2004. For the third period, at USA TODAY, strength in the travel, technology, entertainment, telecommunications and pharmaceutical categories was offset by weakness in the automotive, financial and retail categories. On a constant currency basis, national advertising would have been up 2.5 percent for the third period.

Pro forma broadcasting revenues, which include Captivate, fell 5.7 percent in the period. Television revenues were 6.4 percent lower reflecting significantly lower political advertising. National revenues were down 17.3 percent while local revenues were flat.

#### **First Quarter**

For the first quarter of 2005, total pro forma operating revenues were up 3.2 percent and would have increased 2.6 percent on a constant currency basis.

Newspaper advertising revenues, on a pro forma basis, for the first quarter increased 4.9 percent and would have advanced 4.2 percent on a constant currency basis.

For the first quarter, pro forma local advertising was 6.1 percent higher and would have increased 5.7 percent on a constant currency basis.

Pro forma classified revenues for the quarter were up 4.1 percent and on a constant currency basis would have been 3.0 percent higher. Employment revenues were 8.8 percent higher; real estate revenues increased 1.3 percent while auto revenues declined 3.7 percent. On a constant currency basis for the quarter, employment and real estate revenues would have been up 7.3 percent and 0.2 percent, respectively, while auto revenues would have been down 4.3 percent.

Pro forma national advertising was up 4.1 percent for the first quarter. If the exchange rate had remained constant year-over-year, national advertising would have been up 3.8 percent. At USA TODAY advertising revenues increased 4.8 percent in the quarter on a slight increase in paid advertising pages to 1,101 compared to 1,099 in the year-ago period.

Pro forma broadcasting revenues for the quarter decreased 4.4 percent and television revenues were 5.1 percent lower reflecting the lack of both political and Super Bowl advertising. Based on current pacings, television revenues for the second quarter of 2005

would be below last year's second quarter in the mid to high single digits. This is due, in part, to the absence of significant political advertising that benefited the second quarter of 2004.

\* \* \*

The pro forma revenue statistics include the results of Captivate (acquired in April 2004). Ad linage for Newsquest, Clipper and NurseWeek are not included in the ad volume statistics. Circulation volume numbers for Newsquest's paid daily newspapers are included in the enclosed statistics, but volume from unpaid daily and non-daily publications is not included in the circulation volume statistics.

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Gannett is not responsible for updating the information contained in this press release beyond the published date, or for changes made to this press release by wire services, Internet service providers or other media.

Contact: Jeff Heinz Director, Investor Relations 703-854-6917 jheinz@gannett.com

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# Period 3 (February 28, 2005 - March 27, 2005)

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	2005	2004	CHANGE	CHANGE
REVENUES:				
Advertising:				
Local	\$ 180,285,000	\$ 169,451,000	\$ 10,834,000	6.4
National	66,831,000	64,944,000	1,887,000	2.9
Classified	187,872,000	182,908,000	4,964,000	2.7
Total Advertising	\$ 434,988,000	\$ 417,303,000	\$ 17,685,000	4.2
Circulation	103,703,000	103,196,000	507,000	0.5
Other revenue	34,449,000	32,914,000	1,535,000	4.7
Broadcasting	56,495,000	59,905,000	(3,410,000)	(5.7)
Total Revenue	\$ 629,635,000	\$ 613,318,000	\$ 16,317,000	2.7
rotal november	========	========	========	====
VOLUME :				
VOLUME: Newspaper Inches:				
Local	2,904,353	2,948,769	(44,416)	(1.5)
National	326,439	346,860	(20,421)	(5.9)
Classified	4,581,020	4,739,568	(158, 548)	(3.3)
O1033111cu			(100,040)	
Total ROP	7,811,812	8,035,197	(223,385)	(2.8)
	=========	=========	=========	====
Preprint Distribution				
(in thousands)	929,922	910,761	19,161	2.1
	=======================================	=========	========	====
NET DATE CIRCULATION.				
NET PAID CIRCULATION:	7 167 740	7 256 260	(100 611)	(2.6)
Morning (w/USAT) Evening	7,167,749 1,186,530	7,356,360 1,234,588	(188,611) (48,058)	(2.6)
Evening	1,100,330	1,234,300	(40,030)	(3.9)
Total Daily	8,354,279	8,590,948	(236,669)	(2.8)
<b>,</b>	=========	=========	========	====
Sunday	6,783,062	7,017,339	(234,277)	(3.3)
-	==========	=======================================	=========	====

%

				%
	2005	2004	CHANGE	CHANGE
REVENUES:				
Advertising:				
Local	\$ 502,791,000	\$ 474,080,000	\$ 28,711,000	6.1
National	190,515,000	182,985,000	7,530,000	4.1
Classified	524,073,000	503,321,000	20,752,000	4.1
014301.104				
Total Advertising	\$1,217,379,000	\$1,160,386,000	\$ 56,993,000	4.9
3	. , , , ,	. ,,,	, ,	
Circulation	313,739,000	312,239,000	1,500,000	0.5
Other revenue	96,422,000	92,604,000	3,818,000	4.1
Television	164,557,000	172,118,000	(7,561,000)	(4.4)
101011011			(1,001,000)	
Total Revenue	\$1,792,097,000	\$1,737,347,000	\$ 54,750,000	3.2
	==========	==========	========	====
VOLUME:				
Newspaper Inches:				
Local	8,712,204	8,739,753	(27,549)	(0.3)
National	958,197	1,049,245	(91,048)	(8.7)
Classified	14,179,176	14,380,333	` ' '	. ,
Classified	14,119,110	14, 300, 333	(201,157)	(1.4)
Total DOD		24 160 221		(1 2)
Total ROP	23,849,577	24,169,331	(319,754)	(1.3)
December Distribution	=========	=========	========	====
Preprint Distribution		0 055 050	100 070	
(in thousands)	2,778,035	2,657,059	120,976	4.6
	=========	=========	========	====
NET PAID CIRCULATION:			(	()
Morning (w/USAT)	7,024,192	7,202,102	(177,910)	(2.5)
Evening	1,186,256	1,233,581	(47,325)	(3.8)
			()	 ()
Total Daily	8,210,448	8,435,683	(225,235)	` ,
O d a			(225, 252)	====
Sunday	6,779,529	7,004,888	(225,359)	(3.2)
	=========	=========	=========	====

Note: The operating results from the company's newspapers participating in joint operating agencies, and which are accounted for under the equity method of accounting, are reported as a single amount in other operating revenues. Advertising linage statistics from these newspapers are not included above, however, circulation volume statistics for these newspapers are included above.

The above revenue amounts and statistics have been restated to include all companies presently owned including Captivate (acquired in April 2004) and NurseWeek (acquired in February 2004). Captivate is a national news and entertainment network that delivers programming and full motion video advertising through wireless digital video screens in elevators of premier office towers. Captivate is included above in Broadcasting revenue. NurseWeek is a multimedia company with print publications focused on the recruitment, recognition and education of nurses.

Newsquest is a regional newspaper publisher in the United Kingdom with more than 300 titles, including paid and unpaid daily and non-daily products. Circulation volume statistics for Newsquest's seventeen paid daily newspapers are included above. Circulation volume statistics for Sunday Herald are included above in the Sunday statistics. Circulation volume statistics for Newsquest's unpaid daily and non-daily publications are not reflected above. Advertising linage for Newsquest publications is not reflected above.

Circulation volume and advertising linage statistics for non-daily products, including NurseWeek and Clipper Magazine are not reflected above.