## 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 29, 2015

## **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.)

7950 Jones Branch Drive, McLean, Virginia (Address of principal executive offices)

22107-0910 (Zip Code)

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

Not Applicable (Former name or former address, if changed since last report)

ck 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 risions (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))

## Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 29, 2015, Gannett Co., Inc. (the "Company") issued a press release announcing that its Board of Directors had elected Bruce Nolop, formerly executive vice president and chief financial officer of E\*TRADE Financial Corp., and Jill Greenthal, senior advisor, Private Equity Group at Blackstone Group, L.P., to serve as directors of the Company. Mr. Nolop's election is effective immediately and Ms. Greenthal's election is effective as of the day following completion of the separation of the Company's Publishing business from its Broadcasting and Digital businesses, at which time she will commence service as a director of TEGNA Inc. The Board appointed Mr. Nolop to the Audit Committee, effective immediately. Board committee assignments for Ms. Greenthal will be determined at a later date.

The Company also announced expected members of the Boards of Directors and corporate senior leadership teams for the two publicly traded companies that will be created through the separation. As previously announced, the company owning and operating the Broadcasting and Digital businesses following the separation will operate under the name "TEGNA Inc." and the company formed to own and operate the Publishing business and its affiliated digital assets will retain the name "Gannett Co., Inc." The Company announced that, following the separation:

#### **TEGNA** Leadership

- Current Chairman of the Company's Board of Directors, Marjorie Magner, will serve as chairman of TEGNA's Board of Directors. TEGNA's Board of Directors will also include current Company directors Howard D. Elias, Lidia Fonseca, Gracia Martore, Scott K. McCune, Susan Ness and Neal Shapiro.
- As previously announced, the Company's current president and CEO, Gracia Martore, will assume the role of president and CEO of TEGNA. Joining
  Ms. Martore on TEGNA's executive leadership team will be Bill Behan, senior vice president of labor relations; Victoria Harker, the Company's chief
  financial officer, who will be promoted to executive vice president and chief financial officer of TEGNA; Kevin Lord, chief human resources officer;
  Dave Lougee, president of Broadcasting; Todd Mayman, senior vice president, general counsel and secretary of the Company, who will be promoted to
  executive vice president and chief legal and administrative officer of TEGNA; and Jack Williams, president of Digital Ventures.

#### Gannett Co., Inc. Leadership

- Current Company director, John Jeffry Louis, will serve as chairman of Gannett Co., Inc.'s Board of Directors, which will also include current Company directors John E. Cody and Tony Prophet.
- Lila Ibrahim, chief business officer at Coursera, is expected to serve on the Gannett Co., Inc. Board of Directors.
- As previously announced, Robert Dickey, current president of the Company's U.S. Community Publishing business, will serve as Gannett Co., Inc.'s president and CEO. Joining Mr. Dickey on the Gannett Co., Inc. executive leadership team will be Ali Engel, senior vice president, chief financial officer and treasurer; Henry Faure Walker, chief executive, Newsquest; Larry Kramer, USA TODAY publisher and chief content officer; David Payne, chief product officer; Maribel Wadsworth, senior vice president and chief strategy officer; Barbara Wall, senior vice president and general counsel; and John Zidich, president of domestic publishing.

Mr. Dickey provided conditional notice of his resignation as President, U.S. Community Publishing of the Company. His resignation is conditioned on, and will be effective immediately prior to, the effectiveness of the separation, and is further conditioned on Mr. Dickey being the chief executive officer of Gannett Co., Inc. as of the effectiveness of the separation.

Mr. Louis, Mr. Cody and Mr. Prophet each provided conditional notice of his resignation from the Company's Board of Directors and each committee thereof on which he sits. Each such resignation is conditioned on, and will be effective immediately prior to, the effectiveness of the separation, and is further conditioned on being a member of the Board of Directors of Gannett Co., Inc. as of the effectiveness of the separation.

A copy of the Company's press release announcing these matters is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

#### Item 3.03 Material Modification to Rights of Security Holders.

#### Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 29, 2015, following approval by the shareholders of the Company at the Company's 2015 Annual Meeting of Shareholders, the Company amended its Third Restated Certificate of Incorporation (the "Amendment") to include a new Article ELEVENTH imposing certain ownership and transfer restrictions on the Company's stock that are desirable to enhance the Company's ability to remain compliant with FCC regulations.

As previously reported in the Company's 2015 proxy statement, a primary purpose of the Amendment is to reduce the risk that a shareholder's ownership or proposed ownership of the Company's capital stock does not comply with FCC regulatory limitations and thereby limits the Company's flexibility to pursue acquisitions and operate without interruption in strategic markets. The Amendment accomplishes this purpose by granting the Company the ability to, among other things, suspend certain rights of shareholders (including voting rights), restrict transfers of the Company's capital stock or redeem shares of the Company's capital stock (but the Company generally may not exercise this redemption remedy unless the suspension and transfer restriction remedies would be insufficient to prevent or cure the situation which causes or could cause the applicable FCC regulatory limitation). The Amendment also generally allows the Company to take these actions if a person does not provide, within 15 days after the Company's request, information requested by the Company to determine whether a person's ownership or proposed ownership could result in a FCC regulatory limitation or to ensure compliance with regulatory reporting requirements.

The foregoing description of the Amendment is qualified in its entirety by, and should be read in conjunction with, the complete text of the Amendment, which is attached hereto as Exhibit 3.1 and incorporated by reference.

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

The Company held its Annual Meeting of Shareholders on April 29, 2015. The voting results of the proposals considered at the Annual Meeting are provided below.

#### Proposal 1

The voting results of the proposal to elect ten nominees to the Company's Board of Directors were as follows:

	For	Against	Abstain	Broker Non- Votes
John E. Cody	188,651,977	2,642,898	1,198,218	14,926,995
Howard D. Elias	187,978,492	3,299,967	1,214,635	14,926,995
Lidia Fonseca	189,829,276	1,463,390	1,200,428	14,926,995
John Jeffry Louis	188,879,319	2,440,020	1,173,755	14,926,995
Marjorie Magner	188,210,547	3,103,438	1,179,109	14,926,995
Gracia C. Martore	188,821,245	2,512,335	1,159,514	14,926,995
Scott K. McCune	187,911,360	3,387,925	1,193,808	14,926,995
Susan Ness	186,959,546	4,345,926	1,187,621	14,926,995
Tony A. Prophet	186,964,150	4,341,815	1,187,129	14,926,995
Neal Shapiro	162,491,265	28,835,027	1,166,802	14,926,995

#### Proposal 2

The voting results of the Company proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2015 fiscal year were as follows:

For	Against	Abstain	Broker <u>Non-Votes</u>
204,846,986	1,323,067	1,250,036	0

#### Proposal 3

The voting results of the Company proposal to approve the amendment of the Company's Third Restated Certificate of Incorporation to impose certain ownership and transfer restrictions on the Company's stock that are desirable to enhance the Company's ability to remain compliant with FCC regulations were as follows:

For	Against	Abstain	Broker <u>Non-Votes</u>
174, 153, 354	17 <del>,</del> 156,885	1,182,855	14,926,995

#### Proposal 4

The voting results of the Company proposal to approve the performance measures specified in the Company's amended and restated 2001 Omnibus Incentive Compensation Plan were as follows:

			Broker
For	<u>Against</u>	Abstain	Non-Votes
179,346,462	12,488,265	658,056	14,927,306

#### Proposal 5

The voting results of the Company proposal to approve, on an advisory basis, the compensation of the Company's named executive officers reported in the Company's 2015 proxy statement were as follows:

			Broker
For	Against	Abstain	Non-Votes
184,856,272	6,763,306	873,205	14,927,306

#### Proposal 6

The voting results of the non-binding shareholder proposal regarding vesting of equity awards of senior executives upon a change of control were as follows:

For	Against	Abstain	Broker <u>Non-Votes</u>
49,202,741	141,911,503	1,378,850	14,926,995

#### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits

See Index to Exhibits attached hereto.

#### **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: May 1, 2015 GANNETT CO., INC.

By: /s/ Todd A. Mayman

Todd A. Mayman

Senior Vice President, General Counsel and Secretary

#### INDEX TO EXHIBITS

Exhibit No.	<u>Description</u>
3.1	Amendment to Third Restated Certificate of Incorporation.
99.1	Press release issued April 29, 2015

# CERTIFICATE OF AMENDMENT OF THE THIRD RESTATED CERTIFICATE OF INCORPORATION OF GANNETT CO., INC.

Gannett Co., Inc. (the "Corporation"), a corporation organized under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors held on February 25, 2015 resolutions were adopted setting forth a proposed amendment of the Corporation's Third Restated Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Corporation and its shareholders, and that in accordance with Section 242 of the Delaware General Corporation Law and the Corporation's By-Laws the amendment be submitted to the Company's shareholders for approval at the 2015 annual meeting of shareholders and included in the Corporation's proxy materials.

The resolution setting forth the proposed amendment is as follows:

RESOLVED: That in accordance with Section 242 of the Delaware General Corporation Law, the Corporation's Third Restated Certificate of Incorporation shall be amended so as to include a provision in the form attached hereto as Appendix A.

SECOND: That thereafter, at the Corporation's 2015 annual meeting of shareholders, the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted by the Corporation's Board of Directors and the shareholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment of the Third Restated Certificate of Incorporation to be executed by its duly authorized officer, this 29th day of April, 2015.

## **GANNETT CO., INC.** a Delaware corporation

By: /s/ Todd A. Mayman

Name: Todd A. Mayman

Title: Senior Vice President, General Counsel and Secretary

## Appendix A Amendment to Third Restated Certificate of Incorporation

The following shall be added as article ELEVENTH.

#### ELEVENTH: STOCK OWNERSHIP AND THE FEDERAL COMMUNICATIONS LAWS

Section 1. Restrictions on Stock Ownership or Transfer. As contemplated by this Article ELEVENTH, the Corporation may restrict the ownership, or proposed ownership, of shares of capital stock of the Corporation by any person if such ownership or proposed ownership, either by itself or in combination with the ownership or proposed ownership of shares of capital stock of the Corporation by another person, or the exercise of any rights with respect to such shares of capital stock, (a) is or could be inconsistent with, or in violation of, any provision of the Federal Communications Laws (as hereinafter defined), (b) limits or impairs or could limit or impair any business activities or proposed business activities of the Corporation or any of its subsidiaries under the Federal Communications Laws, or (c) subjects or could subject the Corporation to any regulation, condition or restriction under the Federal Communications Laws to which the Corporation would not be subject but for such ownership or proposed ownership or exercise of rights (clauses (a), (b), and (c), collectively, "FCC Regulatory Limitations"). For purposes of this Article ELEVENTH, the term "Federal Communications Laws" shall mean any law of the United States now or hereafter in effect (and any regulation thereunder), including, without limitation, the Communications Act of 1934, as amended (the "Communications Act"), and regulations thereunder, pertaining to the ownership and/or operation or regulating the business activities of (x) any television or radio station, daily newspaper, cable television system, or other medium of mass communications or (y) any provider of programming content to any such medium.

Section 2. Requests for Information. If the Corporation believes that the ownership or proposed ownership of, or the exercise of any rights with respect to, shares of capital stock of the Corporation by any person (whether by reason of a change in such person's ownership, a change in the number of shares outstanding overall or in any class, or for any other reason) may result in any FCC Regulatory Limitation and/or is or may be subject to any reporting requirement regarding such person under the Federal Communications Laws, such person shall furnish promptly to the Corporation such information (including, without limitation, information with respect to citizenship, ownership structure, other ownership interests and affiliations) as the Corporation shall request to determine whether such ownership, proposed ownership, or exercise of rights could result in any FCC Regulatory Limitation and/or to ensure compliance with any such reporting requirement.

Section 3. Denial of Rights, Refusal to Transfer. If (a) any person from whom information is requested pursuant to Section 2 of this Article ELEVENTH does not provide all the information requested by the Corporation within 15 days after such request, or (b) the Corporation shall conclude that a shareholder's ownership or proposed ownership of, or that a shareholder's exercise of any rights with respect to, shares of capital stock of the Corporation results or could result in any FCC Regulatory Limitation, then, in the case of either clause (a) or clause (b), the Corporation may (i) suspend those rights of stock ownership (including, without limitation, voting rights) the exercise of which causes or could cause such FCC Regulatory Limitation, (ii) refuse to permit the transfer of shares of capital stock of the Corporation to such person or allow such transfer but only on such terms and conditions as may be determined by the Corporation, (iii) redeem any or all shares of capital stock of the Corporation held by such person in accordance with the terms and conditions set forth in Section 4 of this Article ELEVENTH, and/or (iv) exercise any and all appropriate remedies, at law or in equity, in any court of competent jurisdiction, against any such person, with a view towards obtaining such information or preventing or curing any situation which causes or could cause an FCC Regulatory Limitation; provided, however, that to the extent reasonably feasible without adversely affecting the ability of the Corporation to obtain any requested information or prevent or cure any situation which causes or could cause any FCC Regulatory Limitation, the Corporation shall use its good faith efforts (x) to cause any of the remedies listed in the preceding clauses (i)-(iv) of this sentence to be imposed in a substantially similar manner when imposed on similarly situated persons at substantially the same time, and (y) to

minimize the impact of the exercise of any such remedy on the interests in the Corporation of the subject persons (and shall not exercise the redemption remedy set forth in clause (iii) to prevent or cure any situation which causes or could cause any FCC Regulatory Limitation unless the remedies set forth in clauses (i) and (ii) would be insufficient to so prevent or cure such situation). Any such suspension of rights or refusal to transfer pursuant to clauses (i) and (ii), respectively, of the immediately preceding sentence shall remain in effect until the requested information has been received and/or the Corporation has determined that such transfer, or the exercise of such suspended rights, as the case may be, will not result in an FCC Regulatory Limitation, in which case the Corporation shall promptly so notify such transferee(s) or shareholder(s).

<u>Section 4. Terms and Conditions of Redemption</u>. The terms and conditions of redemption pursuant to clause (iii) of the first sentence of Section 3 of this Article ELEVENTH shall be as follows:

- (a) the redemption price of any shares of the Corporation to be redeemed pursuant to clause (iii) of the first sentence of Section 3 of this Article ELEVENTH shall be equal to the Fair Market Value (as hereinafter defined) of such shares;
  - (b) the redemption price of such shares will be paid in cash;
- (c) if less than all such shares are to be redeemed, the shares to be redeemed shall be selected in such manner as shall be determined by the Corporation, which may include selection first of the most recently purchased shares thereof, selection by lot or selection in any other manner determined by the Corporation;
- (d) at least 15 days' prior written notice of the Redemption Date (as hereinafter defined) shall be given to the holders of the shares that have been selected to be redeemed (except for any such holder that has waived such notice in writing); provided that, notwithstanding the foregoing, the Redemption Date may be the date on which written notice is given to the holders of the shares that have been selected to be redeemed if the cash necessary to effect the redemption shall have been indefeasibly deposited in trust for the benefit of such holders and is then subject to prompt payment to them upon surrender to the Corporation of the share certificates or, in the case of uncertificated shares, other evidence of ownership, in each case in compliance with the policies and procedures of the Corporation's transfer agent and of the Depositary Trust Company, if applicable;
- (e) from and after the Redemption Date, any and all rights of whatever nature in respect of the shares selected for redemption (including, without limitation, any rights to vote or participate in dividends declared on shares (including declared and unpaid dividends) of the same class or series as such shares), shall cease and terminate and the holders of such shares shall thenceforth be entitled only to receive the cash payable upon redemption; and
  - (f) such other terms and conditions as the Corporation shall determine that are necessary or advisable in connection with such redemption.

Section 5. Certain Definitions. For purposes of this Article ELEVENTH:

(a) "Fair Market Value" shall mean, with respect to a share of the Corporation of any class or series, the volume weighted average sales price for such a share on the principal national securities exchange on which such capital stock is then listed during the 20 most recent trading days on which shares of stock of such class or series shall have been traded preceding the day on which notice of redemption shall be given pursuant to Section 4(d) of this Article ELEVENTH; provided, however, that if such shares are not listed for trading on any national securities exchange, Fair Market Value shall mean the average of the reported bid and asked prices in any over-the-counter quotation system selected by the Corporation during the 20 most recent trading days during which such shares were traded immediately preceding the day on which notice of redemption shall be given pursuant to Section 4(d) of this Article ELEVENTH, or if such shares are not listed for trading on any national securities exchange and trading of such shares is not reported in any over-the-counter quotation system, Fair Market Value shall be determined by the Corporation and its financial advisor.

- (b) "person" shall include not only natural persons but partnerships (limited or general), associations, corporations, limited liability companies, joint ventures, governmental entities, trusts, and other legal entities or organizations.
- (c) "Redemption Date" shall mean the date fixed by the Board of Directors for the redemption of any shares of the Corporation pursuant to Section 4(d) of this Article ELEVENTH.
- (d) "<u>regulation</u>" shall include not only regulations but rules, published policies and published controlling interpretations by an administrative agency or body empowered to administer any Federal Communications Law.

<u>Section 6. Legends</u>. The Corporation may note on the certificates of its capital stock that the shares represented by such certificates are subject to the restrictions set forth in this Article ELEVENTH.

Section 7. Interpretation. The grant of specific powers to the Corporation and/or the Board of Directors under this Article ELEVENTH shall not be deemed to preclude or restrict the Corporation and/or the Board of Directors from pursuing, alternatively or concurrently, any other remedy or alternative course of action available to the Corporation. In the case of an ambiguity in the application of any of the provisions of this Article ELEVENTH, including any definition used herein, the Board of Directors shall have the power to determine the application of such provisions with respect to any situation based on its understanding or knowledge of the circumstances. The Corporation and/or Board of Directors shall have the power to determine whether to take any action or actions, which action or actions to take and the methods of implementing any action or actions to be taken, so long as any action taken is not contrary to the provisions of this Article ELEVENTH. All actions, calculations, interpretations and determinations which are done or made by the Corporation and/or the Board of Directors pursuant to this Article ELEVENTH shall be made in the Corporation's and/or the Board of Directors' sole discretion and shall be conclusive and binding on the Corporation and all other persons for all purposes of this Article ELEVENTH. Nothing in this Article ELEVENTH shall be construed to limit or restrict the Board of Directors in the exercise of its fiduciary duties under applicable law.

<u>Section 8. Severability</u>. If any provision of this Article ELEVENTH or the application of any such provision to any person under any circumstance shall be held invalid, illegal or unenforceable in any respect by a court of competent jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision of this Article ELEVENTH or the application of such provision to any other person.

#### **GANNETT** | NEWS RELEASE

#### FOR IMMEDIATE RELEASE

April 29, 2015

#### Members of the Boards of Directors announced for Gannett and TEGNA

New corporate senior leadership teams announced for each company effective upon completion of spin

McLEAN, VA – Gannett Co., Inc. (NYSE: GCI) today announced new chairmen and members of the Boards of Directors for both Gannett (SpinCo) and TEGNA (RemainCo). Gannett is in the process of creating two publicly traded companies: one exclusively focused on its Broadcasting and Digital businesses (TEGNA), and the other on its Publishing business and affiliated digital assets (Gannett). The separation is expected to be completed by mid-2015.

Current Gannett Board Chairman Marjorie Magner will serve as chairman of TEGNA's (RemainCo) Board of Directors following the separation. TEGNA's (RemainCo) Board of Directors will also include current Gannett directors Howard D. Elias, Lidia Fonseca, Gracia Martore, Scott K. McCune, Susan Ness and Neal Shapiro.

John Jeffry Louis, current Gannett director, will serve as chairman of Gannett's (SpinCo) Board of Directors following the separation which will also include current Gannett directors John E. Cody and Tony Prophet and Gannett (SpinCo) CEO-designate Robert Dickey. Louis, Cody and Prophet will resign from the Gannett Board concurrently with the completion of the spin-off.

Gannett's Board of Directors also elected Bruce Nolop, former executive vice president and chief financial officer of E\*TRADE Financial Corporation, to the Gannett Board of Directors, effective immediately. He will serve on TEGNA's Board following the separation. In addition, Jill Greenthal, senior advisor, Private Equity Group at Blackstone Group, L.P. was elected to the TEGNA Board, effective as of the day following completion of the separation.

"I am excited to welcome both Jill and Bruce to our Board of Directors," said Gracia Martore, president and CEO, Gannett. "They both bring years of financial and corporate governance expertise to the Board. Jill has significant finance, M&A and general capital markets expertise in media while Bruce is a highly respected finance executive and is known as an outstanding board member with extensive transaction experience. They will both be great resources in helping advance our broadcast and digital businesses."

In addition, upon completion of the separation, Lila Ibrahim, chief business officer at Coursera, is expected to serve on the Gannett (SpinCo) Board of Directors.

"Lila will be a dynamic addition to the Board of Directors following the separation," said Robert Dickey, CEO-designate, Gannett (SpinCo). "She is deeply connected in Silicon Valley and is a hands-on, energetic executive. We look forward to Lila helping shape our future direction."

Martore, who will assume the role of president and CEO of TEGNA, also announced today two executive promotions. Following the separation, Victoria Harker, current Gannett chief financial officer, will be promoted to executive vice president and chief financial officer of TEGNA, and Todd Mayman, currently Gannett's senior vice president, general counsel and secretary, will be promoted to executive vice president, chief legal and administrative officer of TEGNA. TEGNA's executive leadership team will include Bill Behan, senior vice president of labor relations; Victoria Harker, chief financial officer; Kevin Lord, chief human resources officer; Dave Lougee, president of Broadcasting; Todd Mayman, chief legal and administrative officer; and Jack Williams, president of Digital Ventures.

After the separation, as previously reported, Dickey, current president of Gannett U.S. Community Publishing, will serve as Gannett's (SpinCo) president and CEO. Also on the Gannett leadership team will be Ali Engel, senior vice president and chief financial officer; Henry Faure Walker, chief executive, Newsquest; Larry Kramer, USA TODAY publisher and chief content officer; David Payne, chief product officer; Maribel Wadsworth, senior vice president and chief strategy officer; Barbara Wall, senior vice president and chief legal officer; and John Zidich, president of domestic publishing.

#### New Board member bios:

Jill Greenthal has advised and financed media and internet companies for over 30 years, having worked in all sectors of the business. She is a senior advisor in the Private Equity Group of Blackstone and works closely with the global media and technology teams to assist in investments in those sectors. Prior to her current position, she was a senior managing director in Blackstone's Advisory Group. Greenthal serves on the corporate boards of Akamai Technologies, Inc., Houghton Mifflin Harcourt, Michaels Companies, Inc., and Weather Channel Companies. She also is a Trustee of Dana-Farber Cancer Institute, The James Beard Foundation, Simmons College and is an Overseer of the Museum of Fine Arts in Boston.

**Bruce Nolop** brings over 35 years of finance and operating experience, including 11 years as chief financial officer of E\*TRADE and Pitney Bowes, Inc. Previously, Nolop served as corporate treasurer and vice president of strategic planning at Kimberly-Clark. He began his career in banking, serving for 18 years in various roles at Morgan Stanley, Goldman Sachs and Wasserstein Perella. Nolop is currently a member of the corporate boards of Marsh & McLennan Companies, Inc. and CLS Group Holdings AG.

**Lila Ibrahim** has more than 20 years of experience in Silicon Valley. Ibrahim was a partner with Kleiner Perkins Caufield & Byers (KPCB), working across the firm's digital and greentech portfolios, when she joined Coursera in 2013, in which KPCB has an ownership stake. She currently serves as chief business officer of Coursera. Before joining KPCB, Ibrahim had a diverse 18-year career with Intel Corp.

#### **About Gannett**

Gannett Co., Inc. (NYSE: GCI) is an international media and marketing solutions company that informs and engages more than 115 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 <a href="https://www.gannett.com">www.gannett.com</a>.

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