

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Cox Thomas R.</u>  (Last) (First) (Middle) <u>C/O TEGNA INC.</u> <u>8350 BROAD STREET, SUITE 2000</u>  (Street) <u>TYSONS VA 22102</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/27/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>TEGNA INC [ TGNA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>See Remarks</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	65,409	D	
Common Stock	9,302.97	I	By 401(k) Plan

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock	(1)	(1)	Common Stock	15,960.04	(2)	D	
Restricted Stock Units	(3)	(3)	Common Stock	5,727	(4)	D	
Restricted Stock Units	(5)	(5)	Common Stock	26,315	(4)	D	
Restricted Stock Units	(6)	(6)	Common Stock	20,464	(4)	D	
Restricted Stock Units	(7)	(7)	Common Stock	29,982	(4)	D	
Restricted Stock Units	(8)	(8)	Common Stock	80,537	(4)	D	
2021 Performance Shares	(9)	(9)	Common Stock	32,268	(10)	D	
2022 Performance Shares	(11)	(11)	Common Stock	13,682	(12)	D	

**Explanation of Responses:**

- Each share of phantom stock is payable in cash or stock, at the election of the reporting person, on various dates selected by the reporting person or otherwise provided in the Issuer's Deferred Compensation Plan.
- Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock.
- The restricted stock units vest on February 29, 2024 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person on March 1, 2024.
- Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.
- The restricted stock units vest in two equal annual installments on each of February 29, 2024 and February 28, 2025 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person in two equal annual installments beginning on March 1, 2024.
- The restricted stock units vest in three equal annual installments on each of February 29, 2024, February 28, 2025 and February 28, 2026 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person in three equal annual installments beginning on March 1, 2024.
- The restricted stock units vest in four equal annual installments on each of February 29, 2024, February 28, 2025, February 28, 2026 and February 28, 2027 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person in four equal annual installments beginning on March 1, 2024.
- The restricted stock units vest in two equal annual installments on each of May 31, 2024 and May 31, 2025 provided that the reporting person remains in continuous employment with the Issuer until each such date, and, unless delivered earlier upon the occurrence of certain events, will be delivered to the reporting person in two equal annual installments beginning on June 1, 2024.

9. The 2021 Performance Shares vest on February 29, 2024 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person on or about March 1, 2024.

10. Each 2021 Performance Share represents a contingent right to receive one share of the underlying common stock.

11. The 2022 Performance Shares vest on February 28, 2025 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person on or about March 1, 2025.

12. Each 2022 Performance Share represents a contingent right to receive one share of the underlying common stock.

**Remarks:**

Title: SVP, Digital and Chief Growth Officer - Exhibit List: Exhibit 24 -- Power of Attorney

/s/ Marc S. Sher, attorney- 03/04/2024  
in-fact

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

## LIMITED POWER OF ATTORNEY

February 22, 2024

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Lauren Fisher and Marc Sher as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

1. Prepare, execute, acknowledge, deliver and file Forms 144, Schedules 13G or 13D, and Forms 3, 4, and 5 (including any amendments thereto), including applications for Form ID, and any actions or documents necessary to facilitate the timely filing of notices of proposed sales and beneficial ownership reports, with respect to the securities of TEGNA Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Rule 144 promulgated under the Securities Act of 1933, as amended from time to time (the "Securities Act") and/or Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
2. Seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
3. Perform any and all other acts which in the discretion of the attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

1. This Limited Power of Attorney authorizes, but does not require, each attorney-in-fact to act in his or her discretion on information provided to each such attorney-in-fact without independent verification of such information;
2. Any documents prepared and/or executed by an attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as each such attorney-in-fact, in his or her discretion, deems necessary or desirable;
3. None of the Company or any such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 13 or 16 of the Exchange Act; and
4. This Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Securities Act or the Exchange Act, including without limitation the reporting requirements under Rule 144 under the Securities Act or Sections 13(d) and 16 of the Exchange Act. The undersigned hereby gives and grants each attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each attorney-in-fact.

IN WITNESS WHEREOF, the undersigned hereto has caused this Limited Power of Attorney to be duly executed as of the day and year first above written.

By: /s/ Thomas R. Cox

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Name: Thomas R. Cox