

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Heskett Julie</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. Issuer Name and Ticker or Trading Symbol <u>TEGNA INC [TGNA]</u> | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">SVP and CFO</p> | |
| 3. Date of Earliest Transaction (Month/Day/Year) <u>02/29/2024</u> | | | 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 | | | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/29/2024 | | M | | 19,680 | A | (1) | 19,680 | D | |
| Common Stock | 02/29/2024 | | M | | 2,767 | A | (1) | 22,447 | D | |
| Common Stock | 02/29/2024 | | M | | 8,023 | A | (1) | 30,470 | D | |
| Common Stock | 02/29/2024 | | M | | 4,093 | A | (1) | 34,563 | D | |
| Common Stock | 02/29/2024 | | M | | 5,451 | A | (1) | 40,014 | D | |
| Common Stock | 02/29/2024 | | F ⁽²⁾ | | 18,371 | D | \$14.01 | 21,643 | D | |
| Common Stock | | | | | | | | 8,560.25 | I | By 401(k) Plan |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| 2021 Performance Shares | (1) | 02/29/2024 | | M | | 19,680 | (3) | (3) | Common Stock | 19,680 | \$0 | 0 | D | | |
| Restricted Stock Units | (1) | 02/29/2024 | | M | | 2,767 | (4) | (4) | Common Stock | 2,767 | \$0 | 0 | D | | |
| Restricted Stock Units | (1) | 02/29/2024 | | M | | 8,023 | (5) | (5) | Common Stock | 8,023 | \$0 | 8,025 | D | | |
| Restricted Stock Units | (1) | 02/29/2024 | | M | | 4,093 | (6) | (6) | Common Stock | 4,093 | \$0 | 8,186 | D | | |
| Restricted Stock Units | (1) | 02/29/2024 | | M | | 5,451 | (7) | (7) | Common Stock | 5,451 | \$0 | 16,354 | D | | |
| Restricted Stock Units | (1) | 03/01/2024 | | A | | 42,154 | (8) | (8) | Common Stock | 42,154 | \$0 | 42,154 | D | | |

Explanation of Responses:

- Each 2021 Performance Share and restricted stock unit represents a contingent right to receive one share of the underlying common stock.
- Represents shares of common stock withheld to satisfy the reporting person's tax obligation upon the vesting of 2021 Performance Shares and restricted stock units and the corresponding acquisition of shares of common stock by the reporting person pursuant to the Issuer's 2020 Omnibus Incentive Compensation Plan.
- The 2021 Performance Shares vested on February 29, 2024. The corresponding shares of the Issuer's common stock were delivered to the reporting person as to the vested shares on March 1, 2024.
- The restricted stock units vested as to 2,767 shares on February 29, 2024. The corresponding shares of the Issuer's common stock were delivered to the reporting person as to the vested shares on March 1, 2024.
- The restricted stock units vested as to 8,023 shares on February 29, 2024 and vest as to the remaining shares on February 28, 2025. The corresponding shares of the Issuer's common stock (a) were delivered to the reporting person as to the applicable vested shares on March 1, 2024 and (b) following vesting and unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, will be delivered to the reporting person on March 1, 2025.
- The restricted stock units vested as to 4,093 shares on February 29, 2024 and vest as to the remaining shares in two equal annual installments on each of February 28, 2025 and February 28, 2026. The corresponding shares of the Issuer's common stock (a) were delivered to the reporting person as to the applicable vested shares on March 1, 2024 and (b) following vesting and unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, will be delivered to the reporting person in two equal annual installments beginning on March 1, 2025.
- The restricted stock units vested as to 5,451 shares on February 29, 2024 and vest as to the remaining shares in three equal annual installments on each of February 28, 2025, February 28, 2026 and February 28, 2027. The corresponding shares of the Issuer's common stock (a) were delivered to the reporting person as to the applicable vested shares on March 1, 2024 and (b) following vesting and unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, will be delivered to the reporting person in three equal annual installments beginning on March 1, 2025.
- The restricted stock units vest in four equal annual installments on each of February 28, 2025, February 28, 2026, February 28, 2027 and February 29, 2028 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, will be delivered to the reporting person in four equal annual installments beginning on March 1, 2025.

Remarks:

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

** 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 4 (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.