
**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 13, 2013

GANNETT CO., INC.

(Exact name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

1-6961

(Commission File Number)

16-0442930

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

7950 Jones Branch Drive

McLean, Virginia

(Address of Principal Executive Offices)

22107-0910

(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))
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Item 7.01 Regulation FD Disclosure.

On June 13, 2013, Gannett Co., Inc. (the "Company") issued a press release announcing that the Company had entered into an agreement and plan of merger to acquire Belo Corp. ("Belo") for approximately \$1.5 billion. Under the terms of the merger agreement, Belo stockholders will receive \$13.75 per share in cash for each share of Belo stock they own. A copy of the press release is attached hereto as Exhibit 99.1. The press release is furnished under this Item 7.01 and shall not be deemed filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. The information contained in the press release shall not be incorporated by reference into any filing of the Company regardless of general incorporation language in such filing, unless expressly incorporated by reference in such filing.

Safe Harbor for Forward-Looking Statements

Statements in this document regarding the proposed merger and related transactions, the expected timetable for completing such transactions, future financial and operating results, benefits and synergies of the proposed transaction, future opportunities for the combined company and any other statements about the Company or Belo management's future expectations, beliefs, goals, plans or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words "believes," "plans," "anticipates," "expects," "estimates" and similar expressions) should also be considered to be forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability to consummate the proposed transactions; the ability to obtain requisite regulatory and Belo stockholder approval and the satisfaction of the other conditions to the consummation of the proposed transactions; the ability of the Company to successfully integrate Belo's operations and employees and realize anticipated synergies and cost savings; the potential impact of the announcement or consummation of the proposed transactions on relationships, including with employees, suppliers, customers and competitors; the ability to achieve revenue growth; advertising price volatility and market demand; the effects of FCC, legal or other uncertainties; the effects of government regulations and policies; national, international, regional and local economic or competitive conditions and developments; capital and credit markets conditions; interest rates; political and economic stability; the timing and success of business development efforts; acts of nature, accidents, sabotage, terrorism or other similar acts causing damage greater than the insurance coverage limits of the combined company; and the other factors and financial, operational and legal risks or uncertainties described in the Company's or Belo's Annual Reports on Form 10-K for their most recent fiscal years and their respective most recent quarterly reports filed with the SEC. The Company and Belo disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this document.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

The following exhibit shall be deemed to be furnished and not filed.

<u>Exhibit</u>	<u>Description</u>
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99.1	Joint press release issued by Gannett Co., Inc. and Belo Corp. on June 13, 2013
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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 thereunder duly authorized.

GANNETT CO., INC.

By: /s/ Todd A. Mayman
Todd A. Mayman
Senior Vice President, General Counsel and
Secretary

Date: June 13, 2013

The logo for Gannett, consisting of the word "GANNETT" in a bold, blue, sans-serif font.The logo for Belo, consisting of the word "BELO" in a blue, serif font.

**GANNETT TO ACQUIRE BELO, ACCELERATING ONGOING TRANSFORMATION INTO
DIVERSIFIED HIGHER-MARGIN MULTI-MEDIA COMPANY**

**Acquisition Nearly Doubles Gannett's Broadcast Portfolio, Creating Fourth-Largest
Owner of Major Network Affiliates with 21 Stations in Top 25 Markets**

Transaction Immediately Accretive to Non-GAAP Earnings per Share

Gannett to Repurchase \$300 Million in Shares Over Next Two Years; Reaffirms Dividend Program

McLEAN, VA and DALLAS, TX – JUNE 13, 2013 – Gannett Co., Inc. (NYSE: GCI) and Belo Corp. (NYSE: BLC) jointly announced today that they have entered into a definitive merger agreement under which Gannett will acquire all outstanding shares of Belo for \$13.75 per share in cash, or approximately \$1.5 billion, plus the assumption of \$715 million in existing debt for an enterprise value of approximately \$2.2 billion. The transaction, which has been unanimously approved by the boards of directors of both companies, represents a 28.1 percent premium to the closing price of Belo common stock on June 12, 2013.

The combination creates a broadcast “Super Group,” catapulting Gannett into the nation’s fourth-largest owner of major network affiliates reaching nearly a third of all U.S. households. The acquisition nearly doubles Gannett’s current broadcast portfolio from 23 to 43 stations, including stations to be serviced by Gannett through shared services or similar sharing arrangements. Upon completion of the transaction, Gannett’s Broadcast segment will have greater geographic and revenue diversity, with 21 stations in the top 25 markets and will become the #1 CBS affiliate group, the #4 ABC affiliate group, and will expand its already #1 NBC affiliate group position. Following the transaction, Gannett’s Broadcast segment is expected to contribute more than half of the Company’s pro forma total EBITDA, and the Digital and Broadcast segments combined are expected to contribute nearly two-thirds.

The Company anticipates that the transaction will generate approximately \$175 million in annual run-rate synergies within three years after closing. The transaction is expected to generate significant free cash flow and be accretive to non-GAAP earnings per share by approximately \$0.50 within the first 12 months. The transaction valuation implies a 9.4x average 2011/2012 EBITDA multiple prior to synergies, and a 5.4x multiple assuming expected synergies.

Gracia Martore, President and Chief Executive Officer of Gannett, said, “We are thrilled to bring together two highly respected media companies with rich histories of award-winning journalism, operational excellence and strong brand leadership. We have been successfully transforming Gannett into a diversified multi-media company with broadcast, digital and publishing components across high-growth markets nationwide, and this is another important step in the process. It will significantly improve our

cash flow and financial strength, enabling us to quickly pay down debt while remaining committed to disciplined capital allocation. By enhancing our portfolio with one of the largest, most geographically diverse and network-balanced TV station groups in the country, the new Gannett will be well positioned to lead innovation, bolster our existing growth initiatives and take advantage of new opportunities in the emerging digital media landscape.”

Commenting on the transaction, Dunia A. Shive, Belo’s President and Chief Executive Officer, said, “This is an outstanding and financially compelling transaction for our shareholders. It is also a testament to the tremendous value our employees have created over Belo’s long history and to the strength of our brand in the media industry. I am confident that we have found an excellent partner in Gannett – they are a leading media company that shares our commitment to the highest levels of journalistic integrity and embraces an active approach to community involvement. Together, this portfolio of media assets will be well-positioned to capitalize on substantial growth opportunities in the years ahead.”

Additional Transaction Details

The transaction is expected to close by the end of 2013, subject to antitrust approval, Federal Communications Commission (FCC) approval, approval by holders of two-thirds of the voting power of Belo shares, and customary closing conditions. Belo’s directors and executive officers, who collectively own approximately 42 percent of the voting power of Belo’s outstanding shares, have entered into voting and support agreements to vote their shares in favor of the transaction with Gannett. Gannett expects to finance the purchase through cash on hand, accessing the capital markets and bank financing.

Capital Allocation Update

Gannett will continue its share buyback program and has replaced its existing remaining authorization with a new \$300 million authorization expected to be used over the next two years. The Company will also continue its existing dividend payment program. Given Gannett’s balance sheet strength and increased cash flows from Belo’s broadcast stations, the Company expects to promptly pay down the debt associated with this transaction and maintain significant financial flexibility going forward.

J.P. Morgan Securities LLC is providing financial advice and Nixon Peabody and Paul Hastings are serving as legal advisors to Gannett on the transaction. RBC Capital Markets, LLC is providing financial advice and Wachtell Lipton Rosen & Katz is acting as legal advisor to Belo.

Investor Call

Gannett and Belo will hold a joint investor conference call to discuss this announcement today at 8:30 a.m. (Eastern Time). To access the call, please use one of the following dial-in numbers: 1-800-706-7741 (U.S. and Canada) and 1-617-614-3471 (International), and enter the Conference ID number: 84847104.

A live webcast will be accessible through the Gannett’s or Belo’s website, www.gannett.com or <http://www.belo.com>. To listen to the live webcast, click on the “Investor Relations” tabs on their respective websites and click on the link to the webcast. Allow at least 10 minutes to access Gannett’s or Belo’s home page and complete the links before the webcast begins.

A telephone replay of the call will be available until June 27, 2013. The replay dial-in numbers are 1-888 286-8010 (U.S. and Canada) and 1-617-801-6888 (International), and the Conference ID number is 49990043. In addition, the call will be archived on the companies’ web sites in the “Investor Relations” sections.

About Gannett

Gannett Co., Inc. (NYSE: GCI) is an international media and marketing solutions company that informs and engages more than 100 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 www.gannett.com.

About Belo

Television company Belo Corp. (NYSE: BLC) owns and operates 20 television stations (nine in the top 25 markets) and their associated websites. Belo stations, which include affiliations with ABC, CBS, NBC, FOX, and the CW, reach more than 14 percent of U.S. television households in 15 highly-attractive markets. Belo stations rank first or second in nearly all of their local markets. Additional information is available at www.belo.com.

Forward Looking Statements

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 each company’s SEC reports, including their 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 and Belo are 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.

Important Additional Information and Where to Find It

In connection with the proposed transaction, Belo intends to file a proxy statement with the Securities and Exchange Commission (the “SEC”) and mail it to its stockholders. Stockholders of Belo are urged to read the proxy statement and the other relevant material when they become available because they will contain important information about Belo, Gannett, the proposed transaction and related matters.

STOCKHOLDERS ARE URGED TO CAREFULLY READ THE PROXY STATEMENT AND THE OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED MERGER. The proxy statement and other relevant materials (when available), and any and all documents filed by Belo with the SEC, may also be obtained for free at the SEC’s website at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Belo by directing a written request to Belo, Attention: Corporate Secretary, 400 S. Record Street, Dallas, TX 75202.

This announcement is neither a solicitation of proxy, an offer to purchase nor a solicitation of an offer to sell shares of Belo. Belo, its executive officers and directors may be deemed to be participants in the solicitation of proxies from the security holders of Belo in connection with the proposed merger. Information about those executive officers and directors of Belo and their ownership of Belo common stock is set forth in the Belo proxy statement for its 2013 Annual Meeting of Stockholders, which was

filed with the SEC on March 22, 2013, and its Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the SEC on March 6, 2013. These documents may be obtained for free at the SEC's website at www.sec.gov, and from Belo by contacting Belo, Attention: Corporate Secretary, 400 S. Record Street, Dallas, TX 75202. Additional information regarding the interests of participants in the solicitation of proxies in connection with the transaction will be included in the proxy statement that Belo intends to file with the SEC.

CONTACTS:

Investors

For Gannett:
Jeffrey Heinz
Vice President, Investor Relations
703-854-6917
jheinz@gannett.com

For Belo:
R. Paul Fry
Vice President/Investor Relations and Treasury Operations
214-977-4465

Media

For Gannett:
Jeremy Gaines
Vice President, Corporate Communications
703-854-6049
jmgaines@gannett.com
OR

Stephanie Pillersdorf/Pamela Blum/Jared Levy
Sard Verbinnen & Co.
212-687-8080

For Belo:
Meghan Gavigan
Sard Verbinnen & Co.
312-895-4700

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