
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

TEGNA INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following website was made available online at <https://www.tegnavalue.com/> by TEGNA Inc. on March 30, 2020.

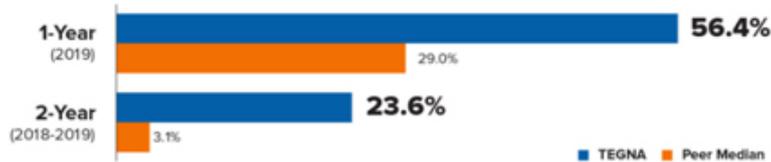


Vote the GOLD proxy card today to ensure your Board and Management Team can continue their outstanding track record of value creation.

- [Shareholder Letters](#)
- [Investor Presentation](#)
- [Proxy Statement](#)

TEGNA's Board of Directors and leadership team are executing on TEGNA's proven strategy to generate value through organic growth and a disciplined approach to M&A. Our strong financial and operational performance, recently completed value-enhancing acquisitions, and strong balance sheet position TEGNA for continued long-term growth. We ask for your support of TEGNA's highly qualified Board at our Annual Meeting of Shareholders scheduled for April 30, 2020. Please use the GOLD proxy card to [vote](#) online or by phone today.

Superior Total Shareholder Return Since Becoming Pure-Play Broadcasting Company



Total shareholder return includes impact of stock price performance and reinvested dividends; spin-offs treated as cash dividend at time of spin, but excludes stock performance of spun entity. Peer set is E.W. Scripps, Gray TV, Meredith, Nexstar and Sinclair

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Board of Directors

TEGNA is guided by a highly qualified, independent, diverse and engaged Board of Directors. The Board is comprised of 12 industry leaders with a depth of expertise that is aligned with our business. Our Board is actively engaged in reviewing, guiding and overseeing the development and execution of our value-creation strategy and discussing shareholder feedback. This level of engagement, combined with the Board's diversity of thought, experience and skills, positions TEGNA to objectively evaluate all opportunities to maximize shareholder value.

Independence 11 of 12 directors are independent	Diversity 42% female – 17% racially and ethnically diverse	Refreshment 6 independent directors added over last five years: K. Grimes 2/20	Tenure 5.7 years average tenure
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Directors with Financial Experience	6	Directors with Leadership Experience	12
Directors with ESG Experience	7	Directors with Marketing Experience	6
Directors with Media Experience	10	Directors with M&A Experience	6
Directors with Public Co. Board Experience	5	Directors with Public Co. C-Suite Experience	6
Directors with Digital/Technology Experience	6	Directors with Operational Experience	10



Gina L. Bianchini (Age 47)
 Founder and CEO, Mighty Networks

- Director since 2018
- Qualifications and Strategy-Related Experience:
 - Expertise, vision and creativity in the rapidly evolving world of digital media
 - Deep knowledge of social media and community building technology platforms
 - Experience with oversight of acquisitions, equity investments, and investor relations
 - Significant digital and start-up experience
- Bianchini is Founder and Chief Executive Officer of Mighty Networks, a position she has held since September 2010. She served as Chief Executive Officer of Ning, Inc. from 2004 to March 2010 and Co-founder and President of Harmonic Networks from March 2000 to July 2003.



Howard D. Elias (Age 62)
 Chairman of TEGNA; President, Services and Digital, Dell Technologies

- Director since 2008
- Qualifications and Strategy-Related Experience:
 - Extensive operational, managerial, and leadership experience in cloud computing, supply chain management, marketing, corporate development and global customer support
 - Experience overseeing M&A, new business development and incubation, and integration of acquisitions
 - Comprehensive global business and management experience in information technology
- Elias was named Chairman of TEGNA in April 2018 and is President, Services and Digital, of Dell Technologies, a position he has held since September 2016. Prior to that, he served as President and Chief Operating Officer, EMC Global Enterprise Services from January 2013 to September 2016 and was President

and Chief Operating Officer, EMC Information Infrastructure and Cloud Services from September 2009 to January 2013. From October 2015 through September 2016, Mr. Elias was also responsible for leading the development of EMC Corporation's integration plans in connection with its transaction with Dell Inc. Previously, Mr. Elias served as President, EMC Global Services and Resource Management Software Group; Executive Vice President, EMC Corporation from September 2007 to September 2009; and Executive Vice President, Global Marketing and Corporate Development, at EMC Corporation from October 2003 to September 2007.



Stuart J. Epstein (Age 57)
Chief Financial Officer, DAZN Group

- Director since 2018
- Qualifications and Strategy-Related Experience:
 - Extensive knowledge of media, technology and capital markets
 - Deep transactional experience with complex deals involving a range of constituencies
 - Experience in overseeing local broadcast television stations
 - Significant expertise in overseeing strategic business initiatives
- Epstein is Chief Financial Officer of DAZN Group, a position he has held since September 2018. Previously, he was Senior Advisor, Evolution Media, from October 2017 to January 2018. He served as Co-Managing Partner of Evolution Media from September 2015 to September 2017 and Executive Vice President and Chief Financial Officer of NBCUniversal from September 2011 to April 2014. Prior to that, Mr. Epstein held various senior investment banking positions during his 23 years at Morgan Stanley, including Managing Director and Global Head of the Media & Communications Group.



Lidia Fonseca (Age 51)
EVP and Chief Digital and Technology Officer, Pfizer Inc.

- Director since 2014
- Qualifications and Strategy-Related Experience:
 - Significant expertise in overseeing strategic transformations
 - Experience leading information technology operations
 - Deep knowledge of data analytics, automation, supply chain management and information technology
 - Experience developing and implementing digital strategies across organizations
- Fonseca is Executive Vice President and Chief Digital and Technology Officer of Pfizer Inc., a position she has held since January 2019. Prior to that she served as Chief Information Officer and Senior Vice President of Quest Diagnostics from April 2014 to December 2018. Previously, Ms. Fonseca served as Chief Information Officer and Senior Vice President of Laboratory Corporation of America (LabCorp) from 2008 to 2013. She was named a Healthcare Transformer by Medical, Marketing & Media in 2019 and in 2017 she received the Forbes CIO Innovation Award recognizing CIOs who lead revenue enhancing innovation efforts.



Karen H. Grimes (Age 63)
Retired Partner, Senior Managing Director and Equity Portfolio Manager, Wellington Management Company

- Director since February 2020
- Qualifications and Strategy-Related Experience:
 - Financial acumen, investment expertise and a returns-focused mindset, including in media and advertising
 - Extensive executive-level experience and leadership abilities
 - Deep understanding of financial accounting and internal financial controls
 - Significant risk management experience
 - Provides a valuable investor-oriented perspective
- Grimes held the position of Senior Managing Director, Partner, and Equity Portfolio Manager at Wellington Management Company LLP, an investment management firm, from January 2008 through her retirement in December 2018. Prior to joining Wellington Management Company in 1995, she held the position of Director of Research and Equity Analyst at Wilmington Trust Company, a financial investment and banking services firm, from 1988 to 1995. Before that, Ms. Grimes was a Portfolio Manager and Equity Analyst at First Atlanta Corporation from 1983 to 1986 and at Butcher and Singer from 1986 to 1988. Ms. Grimes is a member of the Financial Analysts Society of Philadelphia and holds the



David T. Lougee (Age 61)
President and CEO, TEGNA Inc.

- Director since 2017
- Qualifications and Strategy-Related Experience:
 - Extensive expertise in management and operations
 - Experience in oversight of strategic acquisitions
 - Deep knowledge of the media industry
 - 25 years of experience in senior leadership roles in broadcasting
- Lougee became President and Chief Executive Officer and a director of TEGNA in June 2017. He previously served as the President of TEGNA Media from July 2007 to May 2017. Prior to joining TEGNA, he served as Executive Vice President, Media Operations for Belo Corp. from 2005 to 2007. Mr. Lougee serves as chairman of the NBC Affiliates Board. He also is the former joint board chairman of the National Association of Broadcasters (NAB) and past chair of the Television Bureau of Advertising (TVB) Board of Directors.



Scott K. McCune (Age 63)
Founder, MS&E Ventures; Former VP, Global Media and Integrated Marketing, The Coca Cola Company

- Director since 2008
- Qualifications and Strategy-Related Experience:
 - Significant experience as a marketing executive, with an outstanding record of creating value, developing people and building organizational capabilities
 - Deep knowledge of multiple aspects of marketing, including integrated marketing media, advertising, digital, licensing, sports & entertainment and experiential
 - Experience building global brands, leading diverse organizations, planning and executing complex operations innovating new approaches to business, driving productivity and managing P&L
- McCune is the Founder of MS&E Ventures, a firm focused on creating new business value for brands through media, sports and entertainment. Prior to his retirement in March 2014, Mr. McCune spent 20 years at The Coca-Cola Company serving in a variety of roles, including Vice President, Global Partnerships & Experiential Marketing from 2011-2014, Vice President Global Media and Integrated Marketing from 2005-2011, and Vice President, Global Media, Sports & Entertainment Marketing and Licensing from 1994-2004. He previously spent 10 years at Anheuser-Busch Inc. where he held a variety of positions in marketing and media.



Henry W. McGee (Age 67)
Senior Lecturer, Harvard Business School

- Director since 2015
- Qualifications and Strategy-Related Experience:
 - Significant business, leadership and management experience in media industry
 - Expertise in new business planning, operations, marketing and wholesale distribution
 - Deep understanding of the use of technology and all aspects of wholesale distribution and international marketing
 - Extensive knowledge of leadership, corporate governance and corporate accountability
- McGee has been a Senior Lecturer at Harvard Business School since July 2013. Previously, he served as a consultant to HBO Home Entertainment from April 2013 to August 2013 after serving as President of HBO Home Entertainment from 1995 until his retirement in March 2013. Mr. McGee held the position of Senior Vice President, Programming, HBO Video, from 1988 to 1995 and prior to that, he served in leadership positions in various divisions of HBO. Mr. McGee is also a former President of the Alvin Ailey Dance Theater Foundation and the Film Society of Lincoln Center. He was recognized by Savoy Magazine in 2016 and 2017 as one of the Most Influential Black Corporate Directors and in 2018 the National Association of Corporate Directors named Mr. McGee to the Directorship 100 as one of the country's most influential boardroom members.



Susan Ness (Age 71)



Principal, Susan Ness Strategies; Former FCC Commissioner

- Director since 2011
- Qualifications and Strategy-Related Experience:
 - Deep knowledge of industry-specific matters including broadcast and spectrum management
 - Extensive experience and expertise in global and domestic communications and media policy
 - Deep regulatory expertise, particularly in the communications sector
 - Experience facilitating the deployment of new communications technologies and advising communications companies
 - Senior lender to broadcast companies
- Ness is a principal of Susan Ness Strategies, a communications policy consulting firm, which she founded in 2002. She is also a Distinguished Fellow at The German Marshall Fund of the United States and at the Annenberg Public Policy Center of the University of Pennsylvania, positions she has held since 2018. She served as a commissioner of the Federal Communications Commission from 1994 to 2001. From 2005 to 2007, she was the founding president and CEO of GreenStone Media, LLC, which produced talk programming targeting female audiences. Previously, Ms. Ness held positions of increasing responsibility at American Security Bank, which she left in 1992 as a Corporate Vice President & Group Head with a broadcast and media portfolio. She has served on the Board of Vital Voices Global Partnership since 2011 (Audit Committee Chair from 2017 – present), and from 2011 to 2014 she served on the J. William Fulbright Foreign Scholarship Board (elected Vice Chair in 2012 and 2013). Ms. Ness previously served on the board of LCC International, Inc. from 2001 to 2008, and on the board of Adelpia Communications Corp. from 2003 to 2007, post-bankruptcy filing.



Bruce P. Nolop (Age 69)
Retired CFO, E*Trade Financial Corporation

- Director since 2015
- Qualifications and Strategy-Related Experience:
 - Experience in financial, marketing and shared services operations, expense management, and recapitalizations
 - Deep understanding of financial accounting, corporate finance, and internal financial controls
 - Experience in strategic transactions and restructurings
- Nolop retired in 2011 from E*Trade Financial Corporation, where he served as Executive Vice President and Chief Financial Officer from September 2008 through 2010. Mr. Nolop was Executive Vice President and Chief Financial Officer of Pitney Bowes Inc. from 2000 to 2008 and Managing Director of Wasserstein Perella & Co. from 1993 to 2000. Previously, he held positions with Goldman, Sachs & Co., Kimberly-Clark Corporation and Morgan Stanley & Co.



Neal Shapiro (Age 62)
President and CEO, Public Television Company WNET

- Director since 2007
- Qualifications and Strategy-Related Experience:
 - Strong broadcast industry experience
 - Expertise in overseeing operations and strategy of news networks
 - Expertise in news production and reporting, journalism and First Amendment issues
 - Deep experience in programming and content sharing
- Shapiro is President and CEO of the public television company WNET which operates three public television stations in the largest market in the country: Thirteen/WNET, WLIW and NJTV. He is an award-winning producer and media executive with a 35-year career spanning print, broadcast, cable and online media. Before joining WNET in February 2007, Mr. Shapiro served in various executive capacities with the National Broadcasting Company beginning in 1993 and was president of NBC News from May 2001 to September 2005. During his career, Mr. Shapiro has won numerous journalism awards, including 32 Emmys, 31 Edward R. Murrow Awards and 3 Columbia DuPont awards. He also serves on the Board of Trustees at Tufts University.



Melinda C. Witmer (Age 58)
Founder, LookLeft Media; Former Executive Vice President, Chief Video & Content Officer, Time Warner Cable



- Director since 2017
- Qualifications and Strategy-Related Experience:
 - Significant experience in the industry including media operations, telecommunications programming and content
 - Expert in the negotiation of content distribution agreements, including retransmission consent agreements with local broadcaster groups
 - Deep understanding of the changing media landscape
 - Experience in capitalizing on market opportunities, new technologies and emerging platforms in the media space, including innovative consumer experiences
- Witmer is the Founder of LookLeft Media, a startup company focused on the development of new real estate technology and media products, a position she has held since March 2018. Prior to starting LookLeft Media, Ms. Witmer was Executive Vice President, Chief Video & Content Officer of Time Warner Cable, a position she held from January 2012 until May 2016 when Time Warner Cable was acquired by Charter Communications. Prior to that, she served as Time Warner Cable's Executive Vice President and Chief Programming Officer from January 2007, after holding multiple senior roles with Time Warner Cable beginning in 2001. Prior to joining Time Warner Cable, Ms. Witmer was Vice President and Senior Counsel at Home Box Office, Inc.

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George Sard
Stephanie Pillersdorf
Andy Duberstein
Tegna-SVC@sardverb.com

Press Releases

March 29, 2020

[TEGNA Reports on Acquisition Approaches](#)

February 19, 2020

[TEGNA Adds Karen Grimes to Board as Independent Director](#)

February 11, 2020

[TEGNA Inc. Reports Solid 2019 Fourth Quarter and Full-Year Results, Driving Strong 2020 Guidance](#)

January 21, 2020

[TEGNA Issues Letter to Shareholders](#)

January 15, 2020

[TEGNA Comments on Standard General's Nomination of Directors](#)

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Shareholder Communications

Shareholder Letters

March 29, 2020

[Letter to Shareholders](#)

January 21, 2020

[Letter to Shareholders](#)

Proxy Statement

March 25, 2020

[2020 TEGNA Proxy Statement](#)

Investor Presentation

March 22, 2020

[Investor Presentation](#)

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Additional Materials

Fact Sheets

January 21, 2020

[Investor Fact Sheet](#)

2019 Annual Report

March 02, 2020

[TEGNA 2019 Annual Report](#)

SEC Filings

March 25, 2020

[DEFC14A](#)

March 25, 2020

[PRER14A](#)

March 23, 2020

[DEFA14A](#)

March 20, 2020

[DEFA14A](#)

March 12, 2020

[PREC14A](#)

March 11, 2020

[PRE14A](#)

March 02, 2020

[10K](#)

February 19, 2020

[DEFA14A](#)

February 11, 2020

[8K](#)

January 21, 2020

[DEFA14A - 1](#)

January 21, 2020

[DEFA14A - 2](#)

January 15, 2020

[DEFA14A](#)

January 09, 2020

[8K](#)

January 07, 2020

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How to Vote

We ask for your support in this important director election by voting **FOR** election of **ALL** of the **TEGNA** nominees using the **GOLD** proxy card. To facilitate timely receipt of your proxy despite any potential systems disruption due to COVID-19, we encourage you to vote online or by phone today. You may also submit your proxy by mail, but we strongly encourage you to use this option only if you do not have access to the Internet or a phone.



Online

Access the website indicated on the **GOLD** proxy card or voting instructions form and follow the easy prompts provided.



Phone

Call the number indicated on the **GOLD** proxy card or voting instructions form and follow the easy prompts provided.

If you have questions about how to vote your shares, please call the firm assisting us with the solicitation of proxies:

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+1 (412) 232-3651 (from other countries)

2020 Annual Meeting Information*

April 30, 2020 at 8:00a.m. ET
8350 Broad Street, Tysons, VA 22102

** As part of our effort to maintain a safe and healthy environment at the Annual Meeting, we are closely monitoring developments related to the coronavirus (COVID-19) pandemic. The health and safety of our shareholders, employees, directors, officers and other stakeholders are of paramount concern to us. For that reason, we reserve the right to change the means of convening the Annual Meeting (and/or its date, time or place), including by supplementing the meeting with a telecast or webcast or converting the meeting to a virtual meeting whereby shareholders can participate in the meeting through electronic means. If we take this step, we will announce the decision to do so in advance, and details on how to participate will be issued via press release and available on the Company's website at www.tegna.com. In any event, we strongly encourage you to vote by proxy in advance of the meeting date – online or by phone.*

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Disclaimer

Forward Looking Statements

Certain statements in this communication may constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Any forward-looking statements contained herein are subject to a number of risks, trends and uncertainties that could cause actual results or company actions to differ materially from what is expressed or implied by these statements. Economic, competitive, governmental, technological and other factors and risks that may affect TEGNA's operations or financial results are discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, and in subsequent filings with the U.S. Securities and Exchange Commission (the "SEC"). Another factor that may impact the company's operations or financial results is the impact of the coronavirus (COVID-19) pandemic, including, without limitation, recent and ongoing financial market volatility, potential regulatory actions, changes in consumer behaviors and impacts on and modifications to the Company's operations and business relating thereto. We disclaim any obligation to update these forward-looking statements other than as required by law.

Important Additional Information

TEGNA has filed a definitive proxy statement and form of GOLD proxy card with the SEC in connection with the solicitation of proxies for TEGNA's 2020 Annual Meeting of shareholders (the "Proxy Statement" and such meeting the "2020 Annual Meeting"). TEGNA, its directors and certain of its executive officers will be participants in the solicitation of proxies from shareholders in respect of the 2020 Annual Meeting. Information regarding the names of TEGNA's directors and executive officers and their respective interests in TEGNA by security holdings or otherwise is set forth in the Proxy Statement. To the extent holdings of such participants in TEGNA's securities have changed since the amounts described in the Proxy Statement, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Additional information can also be found in TEGNA's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the SEC on March 2, 2020. Details concerning the nominees of TEGNA's Board of Directors for election at the 2020 Annual Meeting are included in the Proxy Statement. **BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SHAREHOLDERS OF TEGNA ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and shareholders will be able to obtain a copy of the definitive Proxy Statement and other documents filed by TEGNA free of charge from the SEC's website, www.sec.gov. TEGNA's shareholders will also be able to obtain, without charge, a copy of the definitive Proxy Statement and other relevant filed documents by directing a request by mail to TEGNA, 8350 Broad Street, Suite 2000, Tysons, VA 22102, or from the TEGNA's website, <https://www.tegna.com>.

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