SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
McClelland Clifton A. III

(Last) (First) (Middle)
C/O TEGNA INC.
8350 BROAD STREET, SUITE 2000

(Street)
TYSONS VA 22102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TEGNA INC [TGNA]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2025

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☐ Director ☐ 10% Owner
☑ Officer (give title below) ☐ Other (specify below)
SVP, Cntlr and Prin. Acc. Off.

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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	02/28/2025		M		5,472.656	A	(1)	55,583.877	D	
Common Stock	02/28/2025		M		3,295	A	(1)	58,878.877	D	
Common Stock	02/28/2025		M		2,728	A	(1)	61,606.877	D	
Common Stock	02/28/2025		M		3,634	A	(1)	65,240.877	D	
Common Stock	02/28/2025		M		4,752.75	A	(1)	69,993.627	D	
Common Stock	02/28/2025		F(2)		9,291.295	D	$18.2	60,702.332	D	
Common Stock								8,561.827	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				
2022 Performance Shares	(1)	02/28/2025		M			5,472.656	(3)	(3)	Common Stock	5,472.656	$0	0	D	
Restricted Stock Units	(1)	02/28/2025		M			3,295	(4)	(4)	Common Stock	3,295	$0	0	D	
Restricted Stock Units	(1)	02/28/2025		M			2,728	(5)	(5)	Common Stock	2,728	$0	2,729	D	
Restricted Stock Units	(1)	02/28/2025		M			3,634	(6)	(6)	Common Stock	3,634	$0	7,269	D	
Restricted Stock Units	(1)	02/28/2025		M			4,752.75	(7)	(7)	Common Stock	4,752.75	$0	14,258.25	D	
Restricted Stock Units	(1)	03/01/2025		A		14,454		(8)	(8)	Common Stock	14,454	$0	14,454	D	

Explanation of Responses:

1. Each 2022 Performance Share and restricted stock unit represents a contingent right to receive one share of the underlying common stock.
2. Represents shares of common stock withheld to satisfy the reporting person's tax obligation upon the vesting of 2022 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.
3. The 2022 Performance Shares vested on February 28, 2025. The corresponding shares of the Issuer's common stock were delivered to the reporting person as to the vested shares on March 1, 2025.
4. The restricted stock units vested as to 3,295 shares on February 28, 2025. The corresponding shares of the Issuer's common stock were delivered to the reporting person as to the vested shares on March 1, 2025.
5. The restricted stock units vested as to 2,728 shares on February 28, 2025 and vest as to the remaining shares on 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, 2025 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, 2026.
6. The restricted stock units vested as to 3,634 shares on February 28, 2025 and vest as to the remaining shares in two equal annual installments on each of 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, 2025 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, 2026.
7. The restricted stock units vested as to 4,752.750 shares on February 28, 2025 and vest as to the remaining shares in three equal annual installments on each of February 28, 2026, February 28, 2027 and February 29, 2028. 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, 2025 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, 2026.
8. The restricted stock units vest in four equal annual installments on each of February 28, 2026, February 28, 2027, February 29, 2028 and February 28, 2029 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, 2026.

Remarks:

/s/ Marc S. Sher, attorney-in-fact	03/04/2025
** 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.

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