SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 OMB Number: 3235-0287 Estimated average burden

| Estimated average burden | |
|--------------------------|-----|
| hours per response: | 0.5 |

| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol <u>TEGNA INC</u> [TGNA] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|---------|----------|---|--|-----------------------------------|-----------------------|--|--|--|
| <u>Epstein Stuart J.</u> | | | t | X | Director | 10% Owner | | | |
| (Last) C/O TEGNA IN | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/25/2019 | | Officer (give title below) | Other (specify below) | | | |
| 8350 BROAD STREET, SUITE 2000 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Che | | | | | | |
| | | | | Line) | | | | | |
| (Street) | | | | X | Form filed by One Rep | orting Person | | | |
| TYSONS | VA | 22102 | | | Form filed by More that Person | n One Reporting | | | |
| (City) | (State) | (Zip) | | | | | | | |

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) | tion Date, Transa Code (I | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|------------------------------|---|---|---------------|-------|---|---------------------------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1130. 4) |

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. Transa Code (8) | | of | | 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) ty | 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 | | | | |
| Restricted Stock Units | (1) | 04/25/2019 | | A | | 7,926 | | (2) | (2) | Common Stock | 7,926 | \$0 | 7,926 | D | |

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.

2. The restricted stock units vest in four equal quarterly installments beginning on August 1, 2019, except that the last quarterly installment shall vest on the earlier of the date of the next Annual Meeting of Stockholders of the Issuer and May 1, 2020. Unless delivery has been deferred by election of the reporting person, vested shares will be delivered to the reporting person as administratively practicable upon the earliest to occur of the reporting person's separation from service with the Issuer, certain changes in control of the Issuer and May 1, 2020.

Remarks:

/s/ Akin S. Harrison, Attorney-04/29/2019

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 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.