

Gannett SpinCo, Inc.  
Form 3  
June 12, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â GANNETT CO INC /DE/</p> <p>(Last) (First) (Middle)</p> <p>7950 JONES BRANCH DRIVE</p> <p>(Street)</p> <p>MCLEAN, VA 22107</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/12/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Gannett SpinCo, Inc. [GCI WI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director    <u>X</u> 10% Owner ___ Officer    ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><u>X</u> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	100 <u>(1)</u> <u>(2)</u>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of			

Shares (I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GANNETT CO INC /DE/ 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	X	X	X	X

## Signatures

/s/ Todd A. Mayman, Sen. VP,  
General Counsel and Secretary  
of Gannett Co., Inc. 06/12/2015

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) This Form 3 is being filed in connection with the SEC's declaration of effectiveness of the Registration Statement on Form 10 of Gannett SpinCo, Inc. ("SpinCo"), which describes the planned separation of SpinCo from Gannett Co., Inc. ("Parent").  
Pursuant to SpinCo's Certificate of Incorporation (as amended), effective as of 11:59 p.m., EDT, on the date set by resolution of the Board of Directors of Parent as the record date for distribution of shares of SpinCo's Common Stock to holders of Parent common shares (such time, the "Effective Time"), the 100 shares of SpinCo's Common Stock held by Parent prior to the Effective Time shall,
- (2) automatically by operation of law and without any further action on the part of SpinCo or Parent, be subdivided and converted into a number of shares of validly issued, fully paid and non-assessable shares of SpinCo's Common Stock equal to the number of common shares, par value \$1.00, of Parent, issued and outstanding as of the Effective Time, divided by one and ninety-seven one-hundredths (1.97).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.