

TEGNA INC  
Form 8-K  
May 06, 2016

**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): May 5, 2016**

**TEGNA 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)**

**22107-0150**  
**(Zip Code)**

**(703) 854-7000**

**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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 5, 2016, TEGNA Inc. (the Company) announced that its Board of Directors has elected Jennifer Dulski to serve as a director of the Company, effective immediately. Ms. Dulski's Board committee assignments will be determined at a later date. A press release announcing the election of Ms. Dulski to the Company's Board of Directors is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The Company held its Annual Meeting of Shareholders on May 5, 2016. The voting results on the proposals considered at the Annual Meeting are provided below.

Proposal 1

The voting results of the proposal to elect ten nominees to the Company's Board of Directors were as follows:

|                   | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|-------------------|-------------|----------------|----------------|-----------------------------|
| Howard D. Elias   | 181,408,787 | 2,186,569      | 1,096,241      | 14,939,529                  |
| Lidia Fonseca     | 181,487,999 | 2,079,240      | 1,124,359      | 14,939,529                  |
| Jill Greenthal    | 182,474,358 | 1,500,482      | 716,757        | 14,939,529                  |
| Marjorie Magner   | 181,414,942 | 2,025,591      | 1,251,064      | 14,939,529                  |
| Gracia C. Martore | 182,358,050 | 1,514,138      | 819,409        | 14,939,529                  |
| Scott K. McCune   | 181,498,829 | 2,080,196      | 1,112,572      | 14,939,529                  |
| Henry W. McGee    | 182,344,453 | 1,622,246      | 724,899        | 14,939,529                  |
| Susan Ness        | 182,476,439 | 1,495,057      | 720,102        | 14,939,529                  |
| Bruce Nolop       | 182,411,808 | 1,554,062      | 725,727        | 14,939,529                  |
| Neal Shapiro      | 182,437,395 | 1,638,916      | 615,286        | 14,939,529                  |

Proposal 2

The voting results of the proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2016 fiscal year were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|-------------|----------------|----------------|-----------------------------|
| 197,180,507 | 2,100,682      | 349,938        | 0                           |

Proposal 3

The voting results of the proposal to approve, on an advisory basis, the compensation of the Company's named executive officers reported in the Company's 2016 proxy statement were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
|------------|----------------|----------------|-----------------------------|

|             |           |         |            |
|-------------|-----------|---------|------------|
| 177,001,056 | 6,749,642 | 940,582 | 14,939,846 |
|-------------|-----------|---------|------------|

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibit 99.1

See Index to Exhibits attached hereto.

**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.

TEGNA INC.

By: /s/ Akin S. Harrison  
Akin S. Harrison  
Vice President, Associate General  
Counsel and Secretary

Date: May 6, 2016

**Index to Exhibits**

Exhibit

| No.  | Description   |
|------|---|
| 99.1 | Press release announcing the election of Ms. Dulski to the Company's Board. |