

TEGNA INC  
Form 3  
June 09, 2017

**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)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Å Trelstad Lynn B.                        |         | (Month/Day/Year)                     | TEGNA INC [TGNA]   |  |
| (Last)                                    | (First) | (Middle)                             | 06/01/2017   |  |
| C/O TEGNA INC., Å 7950 JONES BRANCH DRIVE |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| MCLEAN, Å VA Å 22107                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | EVP and COO - Media Operations   |  |

**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                    | 13,237  | D  | Å   |
| Common Stock                    | 4,301.92  | I  | By 401(k) Plan  |
| Common Stock                    | 66.58   | I  | By Spouse through 401(k) Plan                         |

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

SEC 1473 (7-02)

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**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 | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|--|--|--|---------------|--------------|----------------------------------|
|--|--|--|---------------|--------------|----------------------------------|

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|                        | Date Exercisable | Expiration Date | Derivative Security (Instr. 4)<br>Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|------------------------|------------------|-----------------|---|----------------------------|--|--|----------------------|
| Restricted Stock Units | 12/31/2017       | 12/31/2017      | Common Stock                            | 5,663                      | \$ <u>(1)</u>                            | D  | Â                    |
| Restricted Stock Units | Â <u>(2)</u>     | Â <u>(2)</u>    | Common Stock                            | 6,954                      | \$ <u>(1)</u>                            | D  | Â                    |
| Restricted Stock Units | Â <u>(3)</u>     | Â <u>(3)</u>    | Common Stock                            | 12,497                     | \$ <u>(1)</u>                            | D  | Â                    |
| Restricted Stock Units | Â <u>(4)</u>     | Â <u>(4)</u>    | Common Stock                            | 15,829                     | \$ <u>(1)</u>                            | D  | Â                    |
| Restricted Stock Units | 12/31/2017       | 12/31/2017      | Common Stock                            | 2,454                      | \$ <u>(1)</u>                            | I  | By Spouse            |
| Restricted Stock Units | Â <u>(5)</u>     | Â <u>(5)</u>    | Common Stock                            | 1,841                      | \$ <u>(1)</u>                            | I  | By Spouse            |
| Restricted Stock Units | Â <u>(6)</u>     | Â <u>(6)</u>    | Common Stock                            | 2,717                      | \$ <u>(1)</u>                            | I  | By Spouse            |
| Restricted Stock Units | Â <u>(7)</u>     | Â <u>(7)</u>    | Common Stock                            | 3,562                      | \$ <u>(1)</u>                            | I  | By Spouse            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |  |       |
|---|---------------|-----------|--|-------|
|   | Director      | 10% Owner | Officer                                | Other |
| Trelstad Lynn B.<br>C/O TEGNA INC.<br>7950 JONES BRANCH DRIVE<br>MCLEAN, VA 22107 | Â             | Â         | Â EVP and<br>COO - Media<br>Operations | Â     |

## Signatures

/s/ Akin S. Harrison,  
Attorney-in-Fact

06/09/2017

\*\*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) 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 annual installments beginning on December 31, 2015. Vested shares will be delivered to the reporting person upon the earliest to occur of the termination of employment of the reporting person, a change in control of the Issuer, and December 31, 2018.

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- (3) The restricted stock units vest in four equal annual installments beginning on December 31, 2016. Vested shares will be delivered to the reporting person upon the earliest to occur of the termination of employment of the reporting person, a change in control of the Issuer, and December 31, 2019.
- (4) The restricted stock units vest in four equal annual installments beginning on December 31, 2017 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person in four equal annual installments beginning on January 2, 2018.
- (5) The restricted stock units vest in four equal annual installments beginning on December 31, 2015. Vested shares will be delivered to the reporting person's spouse upon the earliest to occur of the termination of employment of the reporting person's spouse, a change in control of the Issuer, and December 31, 2018.
- (6) The restricted stock units vest in four equal annual installments beginning on December 31, 2016. Vested shares will be delivered to the reporting person's spouse upon the earliest to occur of the termination of employment of the reporting person's spouse, a change in control of the Issuer, and December 31, 2019.
- (7) The restricted stock units vest in four equal annual installments beginning on December 31, 2017 and, unless delivered earlier following a termination of employment of the reporting person's spouse or a change in control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person's spouse in four equal annual installments beginning on January 2, 2018.

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.