

GANNETT CO INC /DE/  
Form 8-K  
May 04, 2012

**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 1, 2012

**GANNETT CO., 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.)

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**7950 Jones Branch Drive**

**McLean, Virginia**  
**(Address of Principal Executive Offices)**

**(703) 854-6000**

**22107-0910**  
**(Zip Code)**

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

Gannett Co., Inc. held its Annual Meeting of Shareholders on May 1, 2012. The voting results on the proposals considered at the Annual Meeting are provided below.

Proposal 1

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

|                     | <b>For</b>  | <b>Withhold</b> | <b>Broker<br/>Non-Vote</b> |
|---------------------|-------------|-----------------|----------------------------|
| John E. Cody        | 164,216,074 | 2,243,646       | 28,097,870                 |
| Howard D. Elias     | 159,692,111 | 6,767,609       | 28,097,870                 |
| Arthur H. Harper    | 159,611,510 | 6,848,210       | 28,097,870                 |
| John Jeffrey Louis  | 164,233,180 | 2,226,540       | 28,097,870                 |
| Marjorie Magner     | 159,658,112 | 6,801,608       | 28,097,870                 |
| Gracia C. Martore   | 164,070,651 | 2,389,069       | 28,097,870                 |
| Scott K. McCune     | 111,704,712 | 54,755,008      | 28,097,870                 |
| Duncan M. McFarland | 159,476,929 | 6,982,792       | 28,097,870                 |
| Susan Ness          | 164,252,316 | 2,207,404       | 28,097,870                 |
| Neal Shapiro        | 164,144,188 | 2,315,532       | 28,097,870                 |

Proposal 2

The voting results on the proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2012 fiscal year were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|-------------|----------------|----------------|----------------------------|
| 193,389,729 | 714,103        | 453,758        | - 0 -                      |

Proposal 3

The voting results on the resolution to approve, by a non-binding advisory vote, the compensation of the Company's named executive officers reported in the Company's 2012 proxy statement were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|-------------|----------------|----------------|----------------------------|
| 153,475,170 | 11,483,326     | 1,501,715      | 28,097,380                 |

**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.

GANNETT CO., INC.

By: /s/ Todd A. Mayman  
Todd A. Mayman  
Senior Vice President, General Counsel and  
Secretary

Date: May 4, 2012