

☒ Check this box if no longer subject to 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 hours per response: 0.5

1. Name and Address of Reporting Person* <u>Micheli Carolyn Pione</u> (Last) (First) (Middle) <u>312 WALNUT STREET</u> <u>28TH FLOOR</u> (Street) <u>CINCINNATI OH 45202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>E.W. SCRIPPS Co [SSP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Corp. Communications & IR</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Rule 10b5-1(c) Transaction Indication

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares, \$.01 par value per share								34,171	D	
Common Voting Shares, \$.01 par value per share								0	D	

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	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)	05/01/2023		A		10,489		05/01/2024	03/01/2027	Restricted Stock Units	10,489	\$14.3	10,489	D	
Restricted Stock Units	(2)							03/01/2021	03/01/2024	Restricted Stock Units	4,333		4,333	D	
Restricted Stock Units	(3)							03/01/2022	03/01/2025	Restricted Stock Units	7,715		7,715	D	
Restricted Stock Units	(4)							03/01/2023	03/01/2026	Restricted Stock Units	6,799		6,799	D	

Explanation of Responses:

1. This restricted stock award will vest in equal parts in 2024, 2025, 2026 and 2027. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

2. This restricted stock award will vest in equal parts in 2024. 25% vested in 2021, 2022, and 2023. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

3. This restricted stock award will vest in equal parts in 2024 and 2025. 25% of the award vested in 2022 and 2023. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

4. This restricted stock award will vest in equal parts in 2024, 2025, and 2026. 25% of the award vested in 2023. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

Remarks:

/s/ William Appleton, Attorney-in-fact for Carolyn P. Micheli

05/03/2023

** 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.