SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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of Reporting Person [*] HARD A		2. Issuer Name and Ticker or Trading Symbol <u>E.W. SCRIPPS Co</u> [SSP]			n(s) to Issuer 10% Owner	
(Last) (First) (Middle) 312 WALNUT STREET, 28TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 12/31/2019		Officer (give title below)	Other (specify below)	
OH State)	45202 (7in)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (C Form filed by One Reporti Form filed by More than O Person	ng Person	
	HARD A First) REET, 28TH FLC	HARD A First) (Middle) REET, 28TH FLOOR DH 45202	IARD A E.W. SCRIPPS Co [SSP] First) (Middle) REET, 28TH FLOOR 3. Date of Earliest Transaction (Month/Day/Year) DH 45202	IARD A E.W. SCRIPPS Co [SSP] (Check X First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check X BEET, 28TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individing X DH 45202 X	HARD A E.W. SCRIPPS Co [SSP] (Check all applicable) First) (Middle) REET, 28TH FLOOR 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) DH 45202	

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Class A Common Shares, \$.01 par value per share								283,221	D	
Class A Common Shares, \$.01 par value per share								126,170	I	Investment LLC
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)

	(. 5) (
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. Transa Code (8)		Derivative		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	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		Transaction(s) (Instr. 4)		
Phantom Stock	(1)	12/31/2019		J		2,784.85		(1)	(1)	Class A Common	2,784.85	\$15.71	24,111.55 ⁽¹⁾	D	
Phantom Stock	(2)	12/31/2019		J		76.74		(1)	(1)	Class A Common	76.74 ⁽²⁾	\$15.71	24,188.29 ⁽¹⁾	D	
Restricted Stock Units	(3)							05/06/2020	05/06/2020	Restricted Stock Units	4,279		4,279	D	

Explanation of Responses:

1. Pursuant to the company's 1997 Deferred Compensation and Stock Plan for Directors, directors may defer fees into a phantom stock fund. Under this plan, fees are allocated to a phantom shares account based on the fair market value of the company's Class A Common Shares on the last trading day of each quarter. Balances are paid in either shares or cash at the time a director leaves the Board. 2. Pursuant to the company's 1997 Deferred Compensation and Stock Plan for Directors, at the end of each calendar quarter, the number of shares credited to a Phantom Stock Account shall be increased by any

dividends paid on shares during that calendar quarter.

3. This restricted stock unit award will vest in 2020. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

Remarks:

/s/ William Appleton, Attorney-01/03/2020 in-fact for Richard A. Boehne

** 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.

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