

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

THE E.W. SCRIPPS COMPANY

(Exact Name of Registrant as Specified in its Charter)

Ohio
(State or Other Jurisdiction of
Incorporation or Organization)

31-1223339
(I.R.S. Employer
Identification Number)

312 Walnut Street
Cincinnati, Ohio 45202
(Address, including zip code, of Registrant's Principal Executive Offices)

**THE E.W. SCRIPPS COMPANY
2010 LONG-TERM INCENTIVE PLAN**
(Full title of plan)

William Appleton, Esq.
312 Walnut Street, 28th Floor
Cincinnati, Ohio 45202
(513) 977-3997

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (2) |
|---------------------------------------------------|-----------------------------|-----------------------------------------------|-----------------------------------------------|--------------------------------|
| Class A Common Shares, \$0.01 par value per share | 4,000,000 shares | \$20.87 | \$83,480,000 | \$9,107.67 |

(1) Amount to be registered consists of 4,000,000 shares of Class A Common Shares, \$0.01 par value per share, of The E.W. Scripps Company ("Class A Common Shares") which may be issued or sold pursuant to The E.W. Scripps Company 2010 Long-Term Incentive Plan, as amended and restated. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of shares of Class A Common Shares that may be offered or sold as a result of any adjustments by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of outstanding Class A Common Shares.

(2) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act, solely for purposes of calculating the registration fee. The fee with respect to the shares registered herein is based on the average of the high and low sale prices of a share as reported on NASDAQ on June 14, 2021.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 4,000,000 of Class A Common Shares, \$0.01 par value per share (“Class A Common Shares”), of The E.W. Scripps Company, an Ohio corporation (“Scripps”) under The E.W. Scripps Company 2010 Long-Term Incentive Plan, as amended and restated on May 3, 2021 (the “Plan”). This Registration Statement relates to securities of the same class as that to which the Registration Statement on Form S-8 filed by Scripps with the Securities and Exchange Commission (“SEC”) on May 26, 2010 (SEC File No. 333-167089) (and hereby incorporated by reference) relates.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents previously filed by Scripps with the SEC pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

1. Scripps’ Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2020.
2. Scripps’ Quarterly Report on Form 10-Q for the fiscal quarter ended [March 31, 2021](#).
3. Scripps’ Current Reports on Form 8-K filed with the SEC on [January 8, 2021](#) (as amended by Form 8-K/A filed with the SEC on [March 22, 2021](#)), [February 17, 2021](#), [February 18, 2021](#), [February 26, 2021](#) (as amended by Form 8K/A filed with the SEC on [February 26, 2021](#)), [March 22, 2021](#), [March 31, 2021](#), [April 1, 2021](#), [May 7, 2021](#), [May 17, 2021](#) and [May 19, 2021](#).
4. The description of the Class A Common Shares contained in Scripps’ Registration Statement on Form 10 (File No. 000-16914) filed with the SEC pursuant to Section 12(b) of the Exchange Act.

All documents subsequently filed by Scripps pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment indicating that all of the securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part hereof from the date of filing such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any subsequently filed document which is also incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati and State of Ohio, on June 21, 2021.

THE E.W. SCRIPPS COMPANY

By: /s/ Jason Combs

Jason Combs

Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below on June 21, 2021 by the following persons in the capacities indicated.

| <u>Signature</u> | <u>Title</u> |
|------------------------------------------------------------------------|---------------------------------------------------------------------|
| <u>/s/ Adam P. Symson</u> Adam P. Symson | President and Chief Executive Officer (Principal Executive Officer) |
| <u>/s/ Jason Combs</u> Jason Combs | Executive Vice President and Chief Financial Officer |
| <u>/s/ Daniel W. Perschke</u> Daniel W. Perschke | Vice President, Controller (Principal Accounting Officer) |
| <u>/s/ Marcellus W. Alexander, Jr.*</u> Marcellus W. Alexander, Jr. | Director |
| <u>/s/ Charles L. Barmonde*</u> Charles L. Barmonde | Director |
| <u>/s/ Kelly P. Conlin*</u> Kelly P. Conlin | Director |
| <u>/s/ Lauren R. Fine*</u> Lauren R. Fine | Director |
| <u>/s/ John W. Hayden*</u> John W. Hayden | Director |
| <u>/s/ Anne M. La Dow*</u> Anne M. La Dow | Director |
| <u>/s/ Wonya Y. Lucas*</u> Wonya Y. Lucas | Director |
| <u>/s/ R. Michael Scagliotti*</u> R. Michael Scagliotti | Director |
| <u>/s/ Kim Williams*</u> Kim Williams | Director |

*William Appleton, by signing his name hereto, does hereby sign and execute this Registration Statement pursuant to the Powers of Attorney executed by the above-named directors and officers of The E.W. Scripps Company which have been filed with the Commission on behalf of such directors and officers.

By: /s/ William Appleton
William Appleton Attorney-in-Fact
June 21, 2021

INDEX TO EXHIBITS

| <u>Exhibit Number</u> | <u>Description of Exhibit</u> |
|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (5) | OPINION REGARDING LEGALITY 5.1 Opinion of William Appleton with respect to the legality of the securities being registered* |
| (23) | CONSENTS 23.1 Consent of Deloitte & Touche LLP* 23.2 Consent of KPMG LLP* 23.3 Consent of William Appleton (contained in his opinion, which is filed as Exhibit 5.1)* |
| (24) | POWERS OF ATTORNEY 24.1 Power of attorney for each director signing the Registration Statement* |

*Filed herewith.



312 WALNUT ST., CINCINNATI, OHIO 45202 | P 513.977.3000 F 513.977.3024

June 21, 2021

The E.W. Scripps Company
312 Walnut Street
Cincinnati, Ohio 45202

Ladies and Gentlemen:

I am the Executive Vice President and General Counsel of The E.W. Scripps Company, an Ohio corporation (the “Company”). I have acted as counsel to the Company in connection with the filing with the Securities and Exchange Commission on the date hereof of a Registration Statement on Form S-8 (the “Registration Statement”) registering an additional 4,000,000 of the Company’s Class A Common Shares, \$0.01 par value per share (the “Common Shares”), which may be issued or delivered under The E.W. Scripps Company 2010 Long-Term Incentive Plan, as amended and restated as of May 3, 2021 (the “Plan”).

I have examined such documents as I have deemed necessary or appropriate to enable me to render this opinion, including: (a) the Amended Articles of Incorporation, as amended, of the Company, (b) Amended and Restated Code of Regulations of the Company, (c) the Plan, (d) the Registration Statement, and (e) corporate records and proceedings of the Company.

For purposes of this opinion, I have assumed the authenticity of all documents submitted to me as originals, the conformity to the originals of all documents submitted to me as copies and the authenticity of the originals of all documents submitted to me as copies. I have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto and the due authorization, execution and delivery of all documents by the parties thereto other than the Company.

Based upon the matters stated herein and subject to the qualifications set forth herein, it is my opinion that, upon the payment for Common Shares in accordance with the terms of the Plan (assuming, except as to treasury shares, that the per share consideration is at least equal to the par value of the Common Shares) and issuance or delivery of such Common Shares as provided in the Plan, such Common Shares will be validly issued, fully paid and non-assessable.

My opinion expressed above is subject to the qualification that I express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Ohio.

I hereby consent to the filing of this opinion as an Exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the U.S. Securities and Exchange Commission.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion is furnished to you in connection with the filing of the Registration Statement.

Sincerely,

/s/ William Appleton
William Appleton
Executive Vice President and General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 26, 2021, relating to the consolidated financial statements of The E.W. Scripps Company and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2020.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio
June 21, 2021

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors

ION Media Networks, Inc.:

We consent to the incorporation by reference in the registration statement on Form S-8 of The E.W. Scripps Company of our report dated March 25, 2020, with respect to the consolidated balance sheets of ION Media Networks, Inc. and its subsidiaries as of December 31, 2019 and 2018, the related consolidated statements of operations, changes in stockholders' deficit, and cash flows for each of the years in the two-year period ended December 31, 2019, and the related notes, which report appears in the Form 8-K of The E.W. Scripps Company dated January 8, 2021.

/s/ KPMG LLP
New York, New York
June 21, 2021

POWER OF ATTORNEY

The undersigned directors and/or officers of The E.W. Scripps Company (the “Company”) do hereby duly constitute and appoint, and by these presents do make, constitute and appoint, William Appleton, the undersigned’s true and lawful agent and attorney in fact, for the undersigned and in the undersigned’s name, place and stead, in any and all capacities, with full power of substitution and re-substitution, (a) to sign and file with the Securities and Exchange Commission pursuant to the provisions of the Securities Act of 1933, as amended: (i) a Registration Statement on Form S-8 with respect to the registration of an additional 4,000,000 of the Company’s Common Shares, \$0.01 par value per share, for issuance under The E.W. Scripps Company 2010 Long-Term Incentive Plan, as amended and restated on May 3, 2021, (ii) any and all amendments, including post-effective amendments and exhibits to such Registration Statement, and (iii) any and all applications or other documents to be filed with the Securities and Exchange Commission or any state securities commission or other regulatory authority with respect to the securities covered by the Registration Statement, and (b) to do and perform any and all acts and deeds whatsoever that may be necessary or required in connection with the foregoing, and (2) hereby ratifies and approves any and all actions that may be taken pursuant hereto by any of the above named agents and attorneys in fact or their substitutes.

/s/ Adam P. Symson
Adam P. Symson

/s/ Jason Combs
Jason Combs

/s/ Daniel W. Perschke
Daniel W. Perschke

/s/ Marcellus W. Alexander, Jr.
Marcellus W. Alexander, Jr.

/s/ Charles L. Barmonde
Charles L. Barmonde

/s/ Kelly P. Conlin
Kelly P. Conlin

/s/ Lauren R. Fine
Lauren R. Fine

/s/ John W. Hayden
John W. Hayden

/s/ Anne M. La Dow
Anne M. La Dow

/s/ Wonya Y. Lucas
Wonya Y. Lucas

/s/ R. Michael Scagliotti
R. Michael Scagliotti

/s/ Kim Williams
Kim Williams