

**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) February 16, 2021

THE E.W. SCRIPPS COMPANY

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation)

001-10701
(Commission
File Number)

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

312 Walnut Street
Cincinnati, Ohio
(Address of principal executive offices)

45202
(Zip Code)

Registrant's telephone number, including area code: (513) 977-3000

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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.01 per share	SSP	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR § 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

Emerging growth company

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 13(a) of the Exchange Act.

THE E.W. SCRIPPS COMPANY
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Item 8.01 Other Events

The E.W. Scripps Company has entered into an agreement with iHeartMedia to sell its Triton Digital business for \$230 million. The transaction is expected to close in the first quarter, pending Hart-Scott-Rodino clearance.

A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description of Item
99.1	Press release dated February 17, 2021

SIGNATURES

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 hereunto duly authorized.

THE E.W. SCRIPPS COMPANY

BY: /s/ Daniel W. Perschke
Daniel W. Perschke
Vice President, Controller
(Principal Accounting Officer)

Dated: February 17, 2021



Scripps agrees to sell Triton Digital to iHeartMedia for \$230 million

Feb. 17, 2021

CINCINNATI - The E.W. Scripps Company (NASDAQ: SSP) has entered into an agreement with iHeartMedia (NASDAQ: IHRT) to sell Triton Digital for \$230 million – a cash-on-cash return of 1.6x for a business Scripps acquired in late 2018.

Triton is the global technology and services leader for the digital audio and podcast industry. Scripps bought the company for \$150 million, and it has been accretive to segment margins since then.

Scripps – which sold its podcast company Stitcher in October and nearly doubled its return on that investment – was an early entrant into podcasting and digital audio.

The Triton divestiture reflects Scripps' consistent invest-for-growth strategy that capitalizes on emerging media marketplaces to unlock shareholder value.

"The sale of Triton creates significant value for Scripps' shareholders and employees, as we close a chapter on our growth of digital audio businesses through a series of successful transactions and a focus on prudent operations, including our core TV business," said Adam Symson, Scripps president and CEO. "We believe iHeartMedia is a perfect fit for Triton Digital given their focus and position as the leader in audio solutions."

Scripps Chief Financial Officer Jason Combs said the company would use proceeds from the Triton sale to pay down debt.

"We remain focused on bringing our debt back down to our company's historical levels as quickly as possible while at the same time we reap the financial benefits of being a new leader in national television as we have been in local broadcast," Combs said.

Transaction highlights:

- Sale price of \$230 million, representing an internal rate of return after taxes in the mid-20% range and a low teens EBITDA multiple
- Proceeds from the sale used primarily to pay down debt
- Tax liability effective rate of 5%
- The move of all Triton employees to iHeart

The Triton transaction is expected to close in the first quarter, pending Hart-Scott-Rodino clearance.

Forward-looking statements

This document contains certain forward-looking statements related to the company's businesses that are based on management's current expectations. Forward-looking statements are subject to certain risks, trends and uncertainties, including changes in advertising demand and other economic conditions that could cause actual results to differ materially from the expectations expressed in forward-looking statements. Such forward-looking statements are made as of the date of this document and should be evaluated with the understanding of their inherent uncertainty. A detailed discussion of principal risks and uncertainties, including those engendered by the COVID-19 pandemic, that may cause actual results and events to differ materially from such forward-looking statements is included in the company's Form 10-K and Form 10-Q, on file with the SEC, in the section titled "Risk Factors." The company undertakes no obligation to publicly update any forward-looking statements to reflect events or circumstances after the date such statements are made.

About Scripps

The E.W. Scripps Company (NASDAQ: SSP) is a diversified media company focused on creating a better-informed world. As the nation's fourth-largest local TV broadcaster, Scripps serves communities with quality, objective local journalism and operates a portfolio of 61 stations in 41 markets. Scripps' national networks reach nearly every American through the news outlets Court TV and Newsy and popular entertainment brands ION, Bounce, Grit, Laff and Court TV Mystery. Scripps is the nation's largest holder of broadcast spectrum. Scripps runs an award-winning investigative reporting newsroom in Washington, D.C., and is the longtime steward of the Scripps National Spelling Bee. Founded in 1878, Scripps has held for decades to the motto, "Give light and the people will find their own way."

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