SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

1. Name and Address of Reporting Person* Lawlor Brian G.	2. Issuer Name **and** Ticker or Trading Symbol E.W. SCRIPPS Co [SSP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 312 WALNUT STREET 28TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2022	Director 10% Owner X Officer (give title below) Other (specify below) President, Local Media
(Street) CINCINNATI OH 45202 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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								157,484	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)	12/01/2022		F			1,053	03/01/2022	03/01/2025	Restricted Stock Units	1,053	$15.06	32,378[1]	D	
Restricted Stock Units	(1)	12/01/2022		F			1,052	03/01/2023	03/01/2026	Restricted Stock Units	1,052	$15.06	17,833[1]	D	
Restricted Stock Units	(2)							03/01/2020	03/01/2023	Restricted Stock Units	9,078		9,078[2]	D	
Restricted Stock Units	(3)							03/01/2021	03/01/2024	Restricted Stock Units	25,998		25,998[3]	D	

Explanation of Responses:

1. The terms of this long-term incentive award mandate that the Company withhold shares to satisfy the reporting person's tax obligation.

2. This restricted stock unit award will vest in 2023. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

3. This restricted stock unit award will vest in equal parts in 2023 and 2024. 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 Brian G. Lawlor   12/08/2022

** 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.