

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Micheli Carolyn Pione</u>  (Last) (First) (Middle) 312 WALNUT STREET 28TH FLOOR  (Street) CINCINNATI OH 45202  (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 &amp; IR</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	03/01/2021		C <sup>(1)</sup>		9,994	A	\$20.28	28,267	D	
Class A Common Shares, \$.01 par value per share	03/01/2021		F <sup>(2)</sup>		4,838	D	\$20.28	23,429	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
Restricted Stock Units	\$20.28 <sup>(1)</sup>	03/01/2021		C			3,328	03/01/2019	03/01/2021	Restricted Stock Units	3,328	\$20.28	0	D	
Restricted Stock Units	\$20.28 <sup>(1)</sup>	03/01/2021		C			2,334	03/01/2020	03/01/2022	Restricted Stock Units	2,334	\$20.28	2,335	D	
Restricted Stock Units	<sup>(3)</sup>	02/26/2021		J			7,136	03/01/2021	03/01/2024	Restricted Stock Units	7,136	\$18.82	17,331	D	
Restricted Stock Units	\$20.28 <sup>(1)</sup>	03/01/2021		C			4,332	03/01/2021	03/01/2024	Restricted Stock Units	4,332	\$20.28	12,999	D	
Restricted Stock Units	<sup>(4)</sup>	03/01/2021		A			6,708	03/01/2022	03/01/2025	Restricted Stock Units	6,708	\$20.28	6,708	D	

**Explanation of Responses:**

- This transaction reflects the conversion of restricted stock units into Class A Common Shares.
- The terms of this long-term incentive award mandate that the Company withhold shares to satisfy the reporting person's tax obligation.
- Since the Company exceeded performance goals, additional restricted stock units were credited. This restricted stock award will vest in equal parts in 2021, 2022, 2023 and 2024. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- This restricted stock unit award will vest in equal parts in 2022, 2023, 2024, and 2025. 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 Pione Micheli 03/02/2021

\*\* 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.

POWER OF ATTORNEY

BE IT KNOWN, that Carolyn Micheli, Senior Vice President, Corporate Communications & Investor Relations of The E.W. Scripps Company, effective November 5, 2019, does hereby make and appoint each of Lisa A. Knutson, Executive Vice President and Chief Financial Officer, William Appleton, Executive Vice President and General Counsel, and Julie McGehee, Vice President, HR-Operations and Corporate Secretary of The E.W. Scripps Company, or any person designated by him or her, as her true and lawful attorney for her and in her name, place and stead, giving and granting to each the power and authority to sign and file reports required under Section 16(a) of the Securities and Exchange Act of 1934, with full power of substitution and revocation, hereby ratifying and confirming such act(s) that any said attorney shall lawfully do or cause to be done by virtue hereof.

Executed on October 24, 2019.

/s/ Carolyn Micheli