

GANNETT CO INC /DE/  
Form 8-K  
December 04, 2008

**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): December 4, 2008**

**GANNETT CO., INC.**

(Exact name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-6961**  
(Commission File Number)

**16-0442930**  
(I.R.S. Employer  
Identification No.)

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**7950 Jones Branch Drive**

**McLean, Virginia**  
(Address of Principal Executive Offices)

**22107-0910**  
(Zip Code)

**(703) 854-6000**

**Registrant's telephone number, including area code**

**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:

- ..  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))

**Item 8.01. Other Events.**

On December 4, 2008, Gannett Co., Inc. announced that it had commenced a cash tender offer (the "Tender Offer") to purchase any and all of its outstanding floating rate notes due 2009 (the "Notes"). A copy of the Company's December 4, 2008 press release making the announcement is filed as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Gannett press release announcing tender offer for floating rate notes due 2009, commenced December 4, 2008.

**Signature**

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 thereunder duly authorized.

GANNETT CO., INC.

By: /s/ Todd A. Mayman  
Todd A. Mayman  
Vice President, Associate General

Counsel, Secretary and Chief

Governance Officer

Date: December 4, 2008

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Gannett press release announcing tender offer for floating rate notes due 2009, commenced December 4, 2008.