

TEGNA INC  
Form 8-K  
July 27, 2018

**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): July 24, 2018**

**TEGNA 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.)**

**7950 Jones Branch Drive**

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

**(703) 873-6600**

**22107-0150**  
**(Zip Code)**

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

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.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 24, 2018, the Board of Directors of TEGNA Inc. (the Company ) amended the Company s By-Laws (the By-Laws ) to (a) raise the director retirement age from seventy (70) to seventy-three (73), and (b) permit a person who has served as the chief executive officer of the Company to serve as a member of the Board of Directors after the first annual meeting of stockholders following the date on which he or she retires under the Company s retirement plan if the Board of Directors, in its sole discretion, deems it advisable under the circumstances.

The description of the amendments to the By-Laws is qualified in its entirety by, and should be read in conjunction with, the complete text of the By-Laws, as amended, which are attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 3.1            | <u>Bylaws of TEGNA Inc., as amended through July 24, 2018.</u> |

**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 hereunto duly authorized.

TEGNA INC.

By: /s/ Akin S. Harrison  
Akin S. Harrison  
Senior Vice President, Associate General  
Counsel and Secretary

Date: July 27, 2018