

Lawlor Brian G.
Form 4
November 16, 2017

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lawlor Brian G.

(Last) (First) (Middle)

312 WALNUT STREET, 28TH
FLOOR

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

E.W. SCRIPPS Co [SSP]

3. Date of Earliest Transaction
(Month/Day/Year)

11/08/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President, Local Media

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)
Class A Common Shares, \$.01 par value per share	11/08/2017		C ⁽¹⁾	24,260 A	\$ 14.25	104,620	D
Class A Common Shares, \$.01 par value per share	11/08/2017		F ⁽²⁾	7,994 D	\$ 14.25	96,626	D

Common
Voting
Shares,
\$.01 par
value per
share

0 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	11/08/2017		C	24,260	11/08/2017	11/08/2018	Restricted Stock Units	24,260
Restricted Stock Units	(3)					03/09/2015	03/09/2018	Restricted Stock Units	3,192
Restricted Stock Units	(4)					03/09/2016	03/09/2019	Restricted Stock Units	8,662
Restricted Stock Units	(5)					03/09/2017	03/09/2020	Restricted Stock Units	13,983
Restricted Stock Units	(6)					03/01/2018	03/01/2021	Restricted Stock Units	25,473

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lawlor Brian G.
312 WALNUT STREET
28TH FLOOR
CINCINNATI, OH 45202

President, Local Media

Signatures

/s/ William Appleton, Attorney-in-fact for Brian G.
Lawlor

11/16/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) This transaction reflects the conversion of restricted stock units into Class A Common Shares on 11/08/17.
- (2) The terms of this long-term incentive award mandate that the Company withhold shares to satisfy the reporting person's tax obligation.
- (3) This restricted stock unit award will vest in 2018. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- (4) This restricted stock unit award will vest in equal parts in 2018 and 2019. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- (5) This restricted stock unit award will vest in equal parts in 2018, 2019 and 2020. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- (6) This restricted stock unit award will vest in equal parts in 2018, 2019, 2020 and 2021. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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