

Appleton William
Form 4
March 12, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Appleton William

(Last) (First) (Middle)

312 WALNUT STREET, 28TH FL.

(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)

03/09/2019

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)

EVP and General Counsel

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	03/09/2019		C ⁽¹⁾	7,933 A \$ 22.4	140,863	D	
Class A Common Shares, \$.01 par value per share	03/09/2019		F ⁽²⁾	3,332 D \$ 22.4	137,531	D	
Common Voting					0	D	

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Shares, \$.01
par value
per share

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	\$ 22.4	03/09/2019		C ⁽¹⁾		4,331		03/09/2016	03/09/2019	Restricted Stock Units	4,331
Restricted Stock Units	\$ 22.4	03/09/2019		C ⁽¹⁾		3,602		03/09/2017	03/09/2020	Restricted Stock Units	3,602
Restricted Stock Units	<u>(3)</u>							03/01/2018	03/01/2021	Restricted Stock Units	10,868
Restricted Stock Units	<u>(4)</u>							03/01/2019	03/01/2022	Restricted Stock Units	24,246

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Appleton William 312 WALNUT STREET, 28TH FL. CINCINNATI, OH 45202			EVP and General Counsel	

Signatures

/s/ William
Appleton

03/09/2019

__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.
- (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 equal parts in 2020 and 2021. 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 2020, 2021 and 2022. 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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