

SCRIPPS E W CO /DE
Form 8-K
June 08, 2010

**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): June 3, 2010

THE E.W. SCRIPPS COMPANY

(Exact name of registrant as specified in its charter)

Ohio

0-16914

31-1223339

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**312 Walnut Street
Cincinnati, Ohio**

45202

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(513) 977-3000**

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))
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Item 2.01 Completion of Acquisition or Disposition of Assets

On June 3, 2010, The E.W. Scripps Company (the Company) and its wholly owned subsidiary, United Feature Syndicate, Inc. completed the previously announced sale of the character licensing business (the Business) to Iconix Brand Group, Inc. The aggregate cash sale price was \$175 million. The transaction sales price is subject to a final post-closing working capital adjustment. A copy of the unaudited pro forma condensed consolidated financial information is filed as exhibit 99.09.

Certain forward-looking statements related to our businesses are included in this discussion. Those forward-looking statements reflect our current expectations. Forward-looking statements are subject to certain risks, trends and uncertainties that could cause actual results to differ materially from the expectations expressed in the forward-looking statements. Such risks, trends and uncertainties, which in most instances are beyond our control, include changes in advertising demand and other economic conditions; consumers tastes; newsprint prices; program costs; labor relations; technological developments; competitive pressures; interest rates; regulatory rulings; and reliance on third-party vendors for various products and services. The words believe, expect, anticipate, estimate, intend and similar expressions identify forward-looking statements. You should evaluate our forward-looking statements, which are as of the date of this filing, with the understanding of their inherent uncertainty. We undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date the statements.

Item 9.01 Financial Statements and Exhibits

| Exhibit Number | Description of Item |
|-----------------------|---|
| 2.1 | Interest Purchase Agreement By and Among Iconix Brand Group, Inc., United Feature Syndicate, Inc. and The E.W. Scripps Company (listed schedules in the Interest Purchase Agreement will be furnished upon request by the Commission) |
| 99.09 | Unaudited pro forma condensed consolidated financial information |

SIGNATURES

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.

THE E.W. SCRIPPS COMPANY

BY: /s/ Douglas F. Lyons
Douglas F. Lyons
Vice President and Controller

Dated: June 8, 2010