

NEW YORK TIMES CO  
Form 8-K  
May 01, 2013

**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): May 1, 2013**

**The New York Times Company**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction  
of incorporation)

**1-5837**  
(Commission  
File Number)

**13-1102020**  
(I.R.S. Employer  
Identification No.)

**620 Eighth Avenue, New York, New York**  
(Address of principal executive offices)  
Registrant's telephone number, including area code: **(212) 556-1234**

**10018**  
(Zip Code)

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 (see General Instruction A.2. below):

- ..  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 5.07. Submission of Matters to a Vote of Security Holders**

The annual meeting of stockholders of The New York Times Company (the Company) was held on May 1, 2013. At the annual meeting, the Company's stockholders voted on three proposals and cast their votes as follows:

**Proposal Number 1 Election of directors**

The stockholders (with Class A and Class B common stockholders voting separately) elected all of management's nominees for election as directors. The results of the vote taken were as follows:

<b>Directors</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
<b>(Vote results of Class A common stockholders)</b>			
Robert E. Denham	111,450,869	11,737,097	9,867,780
Joichi Ito	120,988,617	2,199,349	9,867,780
James A. Kohlberg	118,831,386	4,356,580	9,867,780
Brian P. McAndrews	120,920,763	2,267,203	9,867,780
Doreen A. Toben	119,790,071	3,397,895	9,867,780
<b>(Vote results of Class B common stockholders)</b>			
Raul E. Cesan	777,174	5,355	11,923
Michael Golden	770,664	11,865	11,923
Steven B. Green	770,664	11,865	11,923
Carolyn D. Greenspon	770,664	11,865	11,923
David E. Liddle	777,174	5,355	11,923
Ellen R. Marram	777,174	5,355	11,923
Thomas Middelhoff	770,664	11,865	11,923
Arthur Sulzberger, Jr.	770,664	11,865	11,923
Mark Thompson	770,664	11,865	11,923

**Proposal Number 2 Advisory vote to approve executive compensation**

The Class B common stockholders approved the advisory resolution on the compensation of the Company's named executive officers. The results of the vote taken were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
767,066	13,385	2,078	11,923

**Proposal Number 3 Ratification of the selection of Ernst & Young LLP as auditors**

The stockholders (with Class A and Class B common stockholders voting together) ratified the selection, by the Audit Committee of the Board of Directors, of Ernst & Young LLP, an independent registered public accounting firm, as auditors of the Company for the fiscal year ending December 29, 2013. The results of the vote taken were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
132,180,494	1,580,929	88,775	Not applicable

**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 NEW YORK TIMES COMPANY

Date: May 1, 2013

By: /s/ Diane Brayton  
Diane Brayton

Secretary and Assistant General Counsel