

Tomlin Laura
Form 4
March 12, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tomlin Laura

(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)
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 below) ___ Other (specify below)
SVP, National 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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Common Shares, \$.01 par value per share | 03/09/2019 | | C ⁽¹⁾ | | 565 | A | \$ 22.4 6,625 | D |
| Class A Common Shares, \$.01 par value per share | 03/09/2019 | | F ⁽²⁾ | | 258 | D | \$ 22.4 6,367 | D |

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| | | | | | | | |
|---|------------|-------------------------|-----|---|-------------|-------|---|
| Class A Common Shares, \$.01 par value per share | 03/11/2019 | <u>S</u> ⁽³⁾ | 880 | D | \$ 22.41 | 5,487 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8 9 10 | |
|---|---|---|---|---|--|--|---|------------------------------|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 20.4 | 03/09/2019 | | <u>C</u> ⁽¹⁾ | 565 | 03/09/2017 | 03/09/2019 | Restricted Stock Units | 565 |
| Restricted Stock Units | <u>(4)</u> | | | | | 03/01/2018 | 03/01/2020 | Restricted Stock Units | 763 |
| Restricted Stock Units | <u>(5)</u> | | | | | 09/01/2018 | 09/01/2020 | Restricted Stock Units | 7,172 |
| Restricted Stock Units | <u>(6)</u> | | | | | 03/01/2019 | 03/01/2022 | Restricted Stock Units | 12,123 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tomlin Laura 312 WALNUT STREET 28TH FLOOR CINCINNATI, OH 45202 | | | SVP, National Media | |

Signatures

| | |
|---|---------------------|
| /s/ William Appleton, Attorney-in-fact for Laura Tomlin | 03/12/2019 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 transaction is in accordance with a stock trading plan adopted on September 14, 2018, in accordance with the guidelines specified by Rule 10b5-1.
 - (4) This restricted stock unit award will vest in 2020. 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 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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.