

E.W. SCRIPPS Co  
Form 4  
May 06, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Williams Kim

(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)  
05/04/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
			Code	V Amount (A) or (D) Price			
Class A Common Shares, \$.01 par value per share	05/05/2015		C <sup>(1)</sup>	3,649 A \$ 23.65	54,341	D	
Class A Common Shares, \$.01 par value per share					400	I	Husband as custodian for children

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 Security (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Restricted Stock Units	(2)	05/05/2015		C(1)		3,649		05/05/2015	05/05/2015	Restricted Stock Units	3,649
Restricted Stock Units	(3)	05/04/2015		A		2,244		05/04/2016	05/04/2016	Restricted Stock Units	2,244
Option	\$ 6.63							08/07/2009	08/06/2018	Class A Common	10,000
Phantom Stock	(4)							(4)	(4)	Class A Common	32,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Kim 312 WALNUT STREET, 28TH FLOOR CINCINNATI, OH 45202		X		

## Signatures

/s/ William Appleton, Attorney-in-fact for Kim  
Williams

05/06/2015

\_\_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) Additional restricted stock units were allocated to the reporting person's account on account of the spin-off of the issuer's newspaper business on April 1, 2015.
- (3) This restricted stock unit award will vest in 2016. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

Pursuant to the company's 1997 Deferred Compensation and Stock Plan for Directors, directors may defer fees into a phantom stock fund.

- (4) Under this plan, fees are allocated to a phantom shares account based on the fair market value of the company's Class A Common Shares on the last trading day of each preceding quarter. Balances are paid in either shares or cash at the time a director leaves the Board.

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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