

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Appleton William</u>  (Last) (First) (Middle) <u>312 WALNUT STREET, 28TH FL.</u>  (Street) <u>CINCINNATI OH 45202</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>E.W. SCRIPPS Co [ SSP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	03/09/2017		C <sup>(1)</sup>		16,417	A	\$22.97	103,759	D	
Class A Common Shares, \$.01 par value per share	03/09/2017		F <sup>(2)</sup>		7,323	D	\$22.97	96,436	D	
Common Voting Shares, \$.01 par value per share								0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units	(1)	03/09/2017		C <sup>(1)</sup>			5,294	03/09/2014	03/09/2017	Restricted Stock Units	5,294	\$22.97	0	D	
Restricted Stock Units	(1)	03/09/2017		C <sup>(1)</sup>			3,191	03/09/2015	03/09/2018	Restricted Stock Units	3,191	\$22.97	3,192	D	
Restricted Stock Units	(1)	03/09/2017		C <sup>(1)</sup>			4,331	03/09/2016	03/09/2019	Restricted Stock Units	4,331	\$22.97	8,662	D	
Restricted Stock Units	(3)	02/21/2017		J <sup>(3)</sup>			9,604	03/09/2017	03/09/2020	Restricted Stock Units	9,604	\$0.00	14,407	D	
Restricted Stock Units	(1)	03/09/2017		C <sup>(1)</sup>			3,601	03/09/2017	03/09/2020	Restricted Stock Units	3,601	\$22.97	10,806	D	
Restricted Stock Units	(4)							11/08/2017	11/08/2018	Restricted Stock Units	28,965		28,965 <sup>(4)</sup>	D	

**Explanation of Responses:**

- This transaction reflects the conversion of restricted stock units into Class A Common Shares.
- The terms of this long-term incentive award mandate that the Company withhold shares to satisfy the reporting person's tax obligation.
- Forty percent of the units awarded in 2016 were contingent on performance measures. Because the company did not meet these measures, the subject units did not vest and were forfeited under terms of the award.
- This restricted stock unit award will vest in equal parts in 2017 and 2018. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.

**Remarks:**

/s/ William Appleton 03/13/2017  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**